IRCON INTERNATIONAL LIMITED

Our Company was incorporated as "Indian Railway Construction Company Private Limited" on April 28, 1976 in Delhi, as a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the then Registrar of Companies, Delhi and Haryana. Our Company became a public limited company with effect from November 20, 1976 and a certificate of incorporation consequent upon conversion to public limited company was issued by the then Registrar of Companies, Delhi and Haryana in the name of "Indian Railway Construction Company Limited". Subsequently, the name of our Company was changed to its present name 'IRCON International Limited' and a fresh certificate of incorporation consequent upon change of name dated October 17, 1995 was issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. For further details of changes in the name and registered office of our Company, see "History and Certain Corporate Matters" on page 180.

Registered Office: Plot no. C - 4, District Centre, Saket, New Delhi -110017, India
Contact Person: Ritu Arora, Company Secretary and Compliance Officer; **Telephone:** +91 11 2956 5666; **Fax:** +91 11 2652 2000 / 2685 4000
E-mail: cosecy@ircon.org; **Website:** www.ircon.org; **Corporate Identity Number:** U45203DL1976GOI008171

OUR PROMOTER: THE PRESIDENT OF INDIA ACTING THROUGH THE MINISTRY OF RAILWAYS

INITIAL PUBLIC OFFERING OF UPTO 9,905,157 EQUITY SHARES OF FACE VALUE OF ₹ 10 EACH ("EQUITY SHARES") OF IRCON INTERNATIONAL LIMITED (OUR "COMPANY" OR THE "ISSUER") THROUGH AN OFFER FOR SALE BY THE PRESIDENT OF INDIA, ACTING THROUGH THE MINISTRY OF RAILWAYS, GOVERNMENT OF INDIA (THE "SELLING SHAREHOLDER"), FOR CASH AT A PRICE* OF ₹ [●] PER EQUITY SHARE ((INCLUDING A SHARE PREMIUM OF ₹ [●] PER EQUITY SHARE) (THE "OFFER PRICE"), AGGREGATING TO ₹ [●] MILLION (THE "OFFER"). THE OFFER INCLUDES A RESERVATION OF UP TO 500,000 EQUITY SHARES AGGREGATING TO ₹ [●] MILLION FOR SUBSCRIPTION BY ELIGIBLE EMPLOYEES (AS DEFINED HEREIN) ("EMPLOYEE RESERVATION PORTION"). THE OFFER LESS EMPLOYEE RESERVATION PORTION IS REFERRED TO AS THE NET OFFER. THE OFFER AND THE NET OFFER WILL CONSTITUTE 10.53% AND 10.00% RESPECTIVELY, OF THE POST OFFER PAID-UP EQUITY SHARE CAPITAL OF OUR COMPANY.

THE FACE VALUE OF THE EQUITY SHARES IS ₹ 10 EACH. THE OFFER PRICE IS [●] TIMES THE FACE VALUE OF THE EQUITY SHARES. THE PRICE BAND, THE RETAIL DISCOUNT, EMPLOYEE DISCOUNT, AS APPLICABLE AND THE MINIMUM BID LOT SIZE WILL BE DECIDED BY THE SELLING SHAREHOLDER AND OUR COMPANY IN CONSULTATION WITH THE BOOK RUNNING LEAD MANAGERS ("BRLMS") AND WILL BE ADVERTISED IN ALL EDITIONS OF THE ENGLISH DAILY NEWSPAPER FINANCIAL EXPRESS AND ALL EDITIONS OF THE HINDI DAILY NEWSPAPER JANSATTA (HINDI BEING THE REGIONAL LANGUAGE OF DELHI WHEREIN THE REGISTERED OFFICE OF OUR COMPANY IS LOCATED), EACH WITH WIDE CIRCULATION, AT LEAST FIVE WORKING DAYS PRIOR TO THE BID/ OFFER OPENING DATE AND SHALL BE MADE AVAILABLE TO THE BSE LIMITED ("BSE") AND THE NATIONAL STOCK EXCHANGE OF INDIA LIMITED ("NSE", AND TOGETHER WITH BSE, THE "STOCK EXCHANGES") FOR THE PURPOSE OF UPLOADING ON THEIR RESPECTIVE WEBSITES.

**Retail Discount of upto [●]%, equivalent to ₹ [●] per Equity Share on the Offer Price may be offered to the Retail Individual Bidders and Employee Discount of upto 5% equivalent to ₹ [●] per Equity Share on the Offer Price may be offered to the Eligible Employees Bidding in the Employee Reservation Portion.*

In case of any revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision of the Price Band, subject to the total Bid/ Offer Period not exceeding 10 Working Days. Any revision in the Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Members and by intimation to Self Certified Syndicate Banks, Registered Brokers, Registrar and Transfer Agents, and Collecting Depository Participants.

The Offer is being made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 41 of of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), wherein at least 10% of the post-Offer paid-up Equity Share capital of our Company will be offered to the public. The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("**QIB Portion**"). Such number of Offered Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, upto 5,00,000 Equity Shares may be offered for allocation and Allotment to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price. All Bidders shall participate in the Offer mandatorily through the Applications Supported by Blocked Amount ("**ASBA**") process by providing the details of their respective ASBA Accounts in which the corresponding Bid Amount will be blocked by the Self Certified Syndicate Banks ("**SCSBs**"). For details, see *"Offer Procedure"* on page 736.

RISKS IN RELATION TO THE FIRST OFFER

This being the first public offer of our Company, there has been no formal market for the Equity Shares of our Company. The face value of the Equity Shares is ₹ 10 and the Floor Price is [●] times the face value and the Cap Price is [●] times the face value. The Offer Price (determined by the Selling Shareholder and our Company in consultation with the BRLMs as stated in "*Basis for Offer Price*" on page 114) should not be taken to be indicative of the market price of the Equity Shares after the Equity Shares are listed. No assurance can be given regarding an active or sustained trading in the Equity Shares or regarding the price at which the Equity Shares will be traded after listing.

GENERAL RISKS

Investments in equity and equity-related securities involve a degree of risk and investors should not invest any funds in the Offer unless they can afford to take the risk of losing their entire investment. Investors are advised to read the risk factors carefully before taking an investment decision in the Offer. For taking an investment decision, investors must rely on their own examination of our Company and the Offer, including the risks involved. The Equity Shares in the Offer have not been recommended or approved by the Securities and Exchange Board of India ("**SEBI**"), nor does SEBI guarantee the accuracy or adequacy of the contents of this Draft Red Herring Prospectus. Specific attention of the investors is invited to "*Risk Factors*" on page 20.

ISSUER'S AND SELLING SHAREHOLDER'S ABSOLUTE RESPONSIBILITY

Our Company and the Selling Shareholder, having made all reasonable inquiries, accepts responsibility for and confirms that this Draft Red Herring Prospectus contains all information with regard to our Company, the Selling Shareholder and this Offer, which is material in the context of this Offer, that the information contained in this Draft Red Herring Prospectus is true and correct in all material aspects and is not misleading in any material respect, that the opinions and intentions expressed herein are honestly held and that there are no other facts, the omission of which makes this Draft Red Herring Prospectus as a whole or any of such information or the expression of any such opinions or intentions, misleading in any material respect.

LISTING

The Offered Shares are proposed to be listed on BSE and NSE. Our Company has received in-principle approvals from BSE and NSE for listing of the Equity Shares pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, [●] shall be the Designated Stock Exchange. A signed copy of the Red Herring Prospectus and the Prospectus shall be delivered for registration to the Registrar of Companies, National Capital Territory of Delhi & Haryana ("**RoC**") in accordance with Section 26(4) of the Companies Act, 2013. For details of the material contracts and documents which shall be available for inspection from the date of registration of the Red Herring Prospectus with the RoC, until the Bid/ Offer Closing Date, see *"Material Contracts and Documents for Inspection"* on page 811.

BOOK RUNNING LEAD MANAGERS			REGISTRAR TO THE OFFER
IDBI Capital Markets & Securities Limited *(Formerly known as IDBI Capital Market Services Limited)* 3rd Floor, Mafatlal Centre, Nariman Point Mumbai 400 021, Maharashtra, India **Telephone:** +91 22 4322 1212 **Fax:** +91 22 2285 0785 **Email:** ircon.ipo@idbicapital.com **Investor grievance E-mail:** redressal@idbicapital.com **Website:** www.idbicapital.com **Contact Person:** Astha Daga **SEBI Registration No.:** INM000010866	**Axis Capital Limited** 1st Floor, Axis House, C-2, Wadia International Centre, Pandurang Budhkar Marg, Worli Mumbai 400 025 Maharashtra, India **Telephone**: + 91 22 4325 2183 **Fax :** +91 22 4325 3000 **E-mail:** ircon.ipo@axiscap.in **Website:** www.axiscapital.co.in **Investor Grievance E-mail:** complaints@axiscap.in **Contact Person:** Kanika Sarawgi / Akash Aggarwal **SEBI Registration Number:** INM000012029	**SBI Capital Markets Limited** 202, Maker Tower "E" Cuffe Parade Mumbai 400 005 Maharashtra, India **Telephone:** +91 22 2217 8300 **Fax:** +91 22 2218 8332 **E-mail:** ircon.ipo@sbicaps.com **Investor grievance E-mail:** investor.relations@sbicaps.com **Website:** www.sbicaps.com **Contact Person:** Gitesh Vargantwar / Karan Savardekar **SEBI Registration No.:** INM000003531	**Karvy Computershare Private Limited** Karvy Selenium Tower B, Plot 31-32, Gachibowli Financial District, Nanakramguda Hyderabad 500 032 Telangana, India **Telephone**: +91 40 6716 2222 **Facsimile**: +91 40 2343 1551 **Email:** einward.ris@karvy.com **Investor Grievance e-mail:** einward.ris@karvy.com **Website:** www.karisma.karvy.com **Contact Person:** M. Muralikrishna **SEBI Registration No.** INR000000221

BID/ OFFER PROGRAMME*	
BID/ OFFER OPENS ON:	[●]
BID/ OFFER CLOSES:	[●]

** The Selling Shareholder and our Company may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.*

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SECTION I – GENERAL

DEFINITIONS AND ABBREVIATIONS

This Draft Red Herring Prospectus uses certain definitions and abbreviations which, unless the context otherwise indicates or implies, shall have the meaning as provided below. References to any legislation, act, regulation, rule, guideline or policy shall be to such legislation, act, regulation, rule, guideline, policy, circular, notification or clarification as amended, supplemented or re-enacted from time to time.

The words and expressions used in this Draft Red Herring Prospectus but not defined herein, shall have, to the extent applicable, the meaning ascribed to such terms under the Companies Act, the SEBI ICDR Regulations, the SCRA, the Depositories Act or the rules and regulations made there under. If there is any inconsistency between the definitions given below and the definitions contained in the General Information Document (defined hereinafter), the following definitions shall prevail.

Notwithstanding the foregoing, *terms used in the sections "Industry Overview", "Main Provisions of Articles of Association", "Statement of Tax Benefits", "Financial Statements", "Regulations and Policies", "Outstanding Litigation and Other Material Developments" and "Offer Procedure (Part B)" on pages 119, 785, 117, 230, 173, 692 and 736 respectively, shall have the meaning ascribed to such terms in such sections.*

General Terms

Term	Description
"the Company", "our Company", or "the Issuer"	Ircon International Limited, a company incorporated under the Companies Act, 1956, and having its registered office at Plot no. C - 4, District Centre, Saket, New Delhi – 110 017, India
"we", "our" or "us"	Unless the context otherwise indicates or implies, refers to our Company together with our Subsidiaries and Associate Companies, on a collective basis.

Company Related Terms

Term	Description
Articles / Articles of Association / AoA	The articles of association of our Company, as amended from time to time.
Associate Company(ies) / Joint Ventures	The associate companies of our Company in terms of Section 2(6) of the Companies Act, 2013 and forming a part of our Group Companies, namely, Ircon – Soma Tollway Private Limited, Chhattisgarh East Railway Limited, Chhattisgarh East – West Railway Limited, Mahanadi Coal Railway Limited, Jharkhand Central Railway Limited, Bastar Railway Private Limited and Indian Railway Stations Development Corporation Limited.
Audit Committee	The audit committee of the Board of Directors described in *"Our Management"* on page 192.
Auditor or Statutory Auditor	The current statutory auditor of our Company, namely, M/s. K.G. Somani & Co, Chartered Accountants.
Board/Board of Directors	The board of directors of our Company or a duly constituted committee thereof
Corporate Social Responsibility and Sustainability Committee / CSR Committee	The Corporate social responsibility and sustainability committee constituted by our Board, as described in "*Our Management*" on page 192.
DIPAM	Department of Investment and Public Asset Management, Ministry of Finance, Government of India
Director(s)	The director(s) of our Company.
Equity Shares	The equity shares of our Company of face value of ₹10 each.

Term	Description
Executive Director(s) /ED(s)	The persons who form part of our senior management personnel / Key Management Personnel, who are not (a) members of our Board, or (b) vested with executive powers.
Government Nominee Director(s)	Director(s) on our Board, nominated by the Ministry of Railways, Government of India.
Group Companies	The companies which are covered under the applicable accounting standards, as described in *"Our Group Companies"* on page 220.
Independent Director(s)	Independent Director(s) on our Board, who are nominated as Part-time non-official Director by the Ministry of Railways, Government of India.
IPO Committee	The IPO committee constituted by our Board for the Offer, as described in "*Our Management*" on page 192.
Key Management Personnel	Key management personnel / senior managerial personnel of our Company in terms of section 2(51) the Companies Act, 2013 or regulation 2(1)(s) of the SEBI ICDR Regulations and as disclosed in *"Our Management"* on page 192.
Materiality Policy	The policy on identification of material Group Companies, material creditors and material litigation, as adopted by our Company in its Board meeting held on March 08, 2018.
Memorandum / Memorandum of Association/ MoA	The memorandum of association of our Company, as amended from time to time.
Nomination and Remuneration Committee	The nomination and remuneration committee of our Board, as described in *"Our Management"* on page 192.
Promoter	The President of India, acting through the Ministry of Railways
Registered Office	The registered office of our Company located at Plot no. C - 4, District Centre, Saket, New Delhi – 110 017, India.
Registrar of Companies or RoC	The Registrar of Companies, National Capital Territory of Delhi & Haryana (formerly known as the Registrar of Companies, Delhi and Registrar of Companies, Delhi & Haryana).
Restated Consolidated Financial Statements	The audited consolidated financial statements of our Company, its Subsidiaries, its jointly controlled entities, which comprises, in each case: (a) the restated consolidated statement of assets and liabilities, the restated consolidated statement of profit and loss (including other comprehensive income), and the restated consolidated statement of cash flows for the nine months period ended December 31, 2017 and for the years ended March 31, 2017, March 31, 2016 and March 31, 2015, and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus prepared in accordance with Ind AS, Companies Act and the rules made thereunder; and (b) the restated consolidated statement of assets and liabilities, the restated consolidated statement of profit and loss and the restated consolidated statement of cash flows for the years ended March 31, 2014 and March 31, 2013, and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus prepared in accordance with Indian GAAP and Companies Act, restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexures thereto.
Restated Financial Statements	Together, the Restated Consolidated Financial Statements and the Restated Standalone Financial Statements.
Restated Standalone Financial Statements.	The audited standalone financial statements of our Company which comprises, in each case:

Term	Description
	(c) the restated standalone statement of assets and liabilities, the restated standalone statement of profit and loss (including other comprehensive income), and the restated standalone statement of cash flows for the nine months period ended December 31, 2017 and for the years ended March 31, 2017, March 31, 2016 and March 31, 2015, and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus prepared in accordance with Ind AS, Companies Act and the rules made thereunder; and (d) the restated standalone statement of assets and liabilities, the restated standalone statement of profit and loss and the restated standalone statement of cash flows for the years ended March 31, 2014 and March 31, 2013, and the related notes, schedules and annexures thereto included in this Draft Red Herring Prospectus prepared in accordance with Indian GAAP and Companies Act, restated in accordance with the SEBI ICDR Regulations and the Guidance Note on Reports in Company Prospectuses (Revised) issued by the ICAI, together with the schedules, notes and annexures thereto.
Risk Management Committee	The risk management committee constituted by our Board for the Offer, as described in "*Our Management*" on page 192.
Shareholders	The Equity Shareholders of our Company
Stakeholders' Relationship Committee	The stakeholders' relationship committee of our Board as described in *"Our Management"* on page 192.
Subsidiary / Subsidiaries	The subsidiaries of our Company are in terms of Section 2(87) of the Companies Act, 2013, namely, Ircon Infrastructure & Services Limited, Ircon PB Tollway Limited, Ircon Shivpuri Guna Tollway Limited and Ircon Davanagere Haveri Highway Limited.

Offer Related Terms

Term	Description
Acknowledgement Slip	The slip or document issued by the Designated Intermediary to a Bidder as proof of registration of the ASBA Form
Allot or Allotment or Allotted	Unless the context otherwise requires, transfer of the Equity Shares to successful Bidders pursuant to the Offer by the Selling Shareholder.
Allotment Advice cum Refund Intimation or Allotment Advice	A note or advice or intimation of the status of Allotment sent to the Bidders who applied for the Offered Shares after the Basis of Allotment has been approved by the Designated Stock Exchange.
Allottee	A successful Bidder to whom the Allotment is made.
Application Supported by Blocked Amount or ASBA	An application, whether physical or electronic, used by ASBA Bidder to make a Bid and authorizing an SCSB to block the Bid Amount in the ASBA Account.
ASBA Account	A bank account maintained with an SCSB and specified in the ASBA Form submitted by ASBA Bidders for blocking the Bid Amount mentioned in the ASBA Form.
ASBA Bidder	All Bidders in the Offer who intend to submit a Bid
ASBA Form	Application form, whether physical or electronic, used by ASBA Bidders which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus.
Axis	Axis Capital Limited.
Banker(s) to the Offer	Banks which are clearing members and registered with SEBI as bankers to an offer and with whom the Public Offer Account and Refund Account will be opened, in this case being [●].
Basis of Allotment	The basis on which Offered Shares will be Allotted to successful Bidders under the Offer, as described in *"Offer Procedure"* on page 736.

Term	Description
Bid Amount	The highest value of optional Bids indicated in the ASBA Form and blocked in the ASBA Account of the Bidders, less the Retail Discount and Employee Discount, as applicable.
Bid Lot	[●] Equity Shares.
Bid(s)	An indication by a Bidder to make an offer during the Bid/ Offer Period pursuant to submission of the ASBA Form, to purchase the Offered Shares at a price within the Price Band, including all revisions and modifications thereto, to the extent permissible under the SEBI ICDR Regulations, in terms of the Red Herring Prospectus and the ASBA Form. The term "Bidding" shall be construed accordingly.
Bid / Offer Closing Date	The date after which the Designated Intermediaries will not accept any Bids, which shall be notified in all editions of the English national newspaper Financial Express and all editions of the Hindi national newspaper Jansatta (Hindi being the regional language of Delhi wherein our Company's Registered Office is located), each with wide circulation and in case of any revision, the extended Bid/ Offer Closing Date shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Member, as required under the SEBI ICDR Regulations. The Selling Shareholder and our Company, in consultation with the BRLMs, may consider closing the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date, in accordance with the SEBI ICDR Regulations.
Bid / Offer Opening Date	The date on which the Designated Intermediaries shall start accepting Bids, which shall be notified in all editions of the English national newspaper Financial Express and all editions of the Hindi national newspaper Jansatta (Hindi being the regional language of Delhi wherein our Company's Registered Office is located), each with wide circulation, and in case of any revision, the extended Bid/ Offer Opening Date shall be widely disseminated by notification to the Stock Exchanges by issuing a press release and also by indicating the change on the websites of the BRLMs and at the terminals of the Syndicate Member, as required under the SEBI ICDR Regulations.
Bid / Offer Period	The period between the Bid/ Offer Opening Date and the Bid/ Offer Closing Date, inclusive of both days, during which Bidders can submit their Bids, including any revisions thereof.
Bidder or Applicant	Any prospective investor who makes a Bid pursuant to the terms of the Red Herring Prospectus and the ASBA Form.
Bidding Centers	Centres at which the Designated Intermediaries shall accept the ASBA Forms, i.e., Designated SCSB Branches for SCSBs, Specified Locations for members of the Syndicate, Broker Centres for Registered Brokers, Designated RTA Locations for RTAs and Designated CDP Locations for CDPs
Book Building Process	The book building process, as provided in Schedule XI of the SEBI ICDR Regulations, in terms of which the Offer is being made
BRLMs / Book Running Lead Managers	The book running lead managers to the Offer, being IDBI Capital Markets & Securities Limited, Axis Capital Limited and SBI Capital Markets Limited.
Broker Centres	The broker centres notified by the Stock Exchanges where Bidders can submit the ASBA Forms to a Registered Broker. The details of such Broker Centres, along with the names and contact details of the Registered Brokers are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com, respectively,) as updated from time to time.
Cap Price	The higher end of the Price Band, above which the Offer Price will not be finalised and above which no Bids will be accepted.

Term	Description
CDP / Collecting Depository Participant	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015, issued by SEBI and a list of such locations is available on the website of BSE and NSE at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and https://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm respectively.
Client ID	The client identification number maintained with one of the Depositories in relation to a demat account.
Cut-off Price	The Offer Price finalised by the Selling Shareholder and our Company, in consultation with the BRLMs. Only Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion (if any) are entitled to Bid at the Cut-off Price. QIBs and Non-Institutional Bidders are not entitled to Bid at the Cut-Off Price.
Demographic Details	Details of the Bidders including the Bidders' address, the name of the Bidders' father / husband, investor status, occupation and bank account details.
Designated CDP Locations	Such locations of the CDPs where Bidders can submit the ASBA Forms. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6, respectively, as updated from time to time.
Designated Date	The date on which the SCSBs unblock funds from the ASBA Accounts and transfer to the Public Offer Account or the Refund Account, as appropriate, in terms of the Red Herring Prospectus, following which the Selling Shareholder shall give delivery instructions for the transfer of the Offered Shares.
Designated Intermediaries	The members of the Syndicate, Sub-Syndicate/ agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders in relation to the Offer.
Designated RTA Locations	Such locations of the RTAs where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com) at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.
Designated SCSB Branches	Such branches of the SCSBs which shall collect the ASBA Forms, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1470395458137.html, updated from time to time, or at such other website as may be prescribed by SEBI from time to time.
Designated Stock Exchange	[●]
DRHP / Draft Red Herring Prospectus	This draft red herring prospectus dated March 26, 2018, issued in accordance with the SEBI ICDR Regulations, which does not contain complete particulars of the price at which the Offered Shares will be Allotted and the size of the Offer, including any addenda or corrigenda thereto.

Term	Description
Eligible Employee(s)	A permanent and full-time employee of our Company (excluding such employee not eligible to invest in the Offer under applicable laws, rules, regulations and guidelines), as on the date of registration of the Red Herring Prospectus with the RoC, who are Indian nationals and are based, working and present in India and continue to be on the rolls of our Company as on the date of submission of their ASBA Form and Bidding in the Employee Reservation Portion (if any). Directors, Key Management Personnel and other employees of our Company involved in the Offer Price fixation process cannot participate in the Offer (as per Model Conduct, Discipline and Appeal Rules of CPSEs and Office memorandum of DPE dated June 16, 2009 and July 28, 2009) and will not constitute eligible employees for the purposes of this Offer. An employee of our Company who is recruited against a regular vacancy but is on probation as on the date of submission of the ASBA Form will also be deemed a "permanent employee" of our Company.
Eligible NRI(s)	NRI(s) from jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the ASBA Form and the Red Herring Prospectus will constitute an invitation to purchase the Offered Shares.
Employee Discount	A discount of up to 5% (equivalent to ₹ [●] per Equity Share) on the Offer Price, which may be offered to Eligible Employees Bidding in the Employee Reservation Portion (if any), subject to the Bid Amount not exceeding ₹ 500,000.
Employee Reservation Portion	The portion of the Offer, being up to 500,000 Equity Shares, that may be reserved for allocation and Allotment to Eligible Employees. The Employee Reservation Portion, if any, shall not exceed 5% of the post-Offer capital of our Company. The maximum Bid Amount under the Employee Reservation Portion by an Eligible Employee shall not exceed ₹500,000 (net of Employee Discount). However, the initial Allotment to an Eligible Employee in the Employee Reservation Portion shall not exceed ₹200,000 (net of Employee Discount). Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees Bidding in the Employee Reservation Portion, for a value in excess of ₹200,000, subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (net of Employee Discount)
First or sole Bidder	The Bidder whose name shall be mentioned in the ASBA Form or the Revision Form and in case of joint Bids, whose name shall also appear as the first holder of the beneficiary account held in joint names.
Floor Price	The lower end of the Price Band, subject to any revision thereto, at or above which the Offer Price will be finalised and below which no Bids will be accepted.
General Information Document / GID	The General Information Document for investing in public issues, prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 issued by SEBI, suitably modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016, and the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, issued by SEBI, suitably modified and included in *"Offer Procedure"* on page 736.
IDBI Capital	IDBI Capital Markets & Securities Limited (formerly known as IDBI Capital Market Services Limited).
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Offered Shares available for Allotment to RIIs by the minimum Bid Lot.

Term	Description
Mutual Fund Portion	2,35,129 Equity Shares which shall be available for allocation to Mutual Funds only on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Mutual Fund	Mutual funds registered with SEBI under the Securities and Exchange Board of India (Mutual Funds) Regulations, 1996.
Net Offer	The Offer less the Employee Reservation Portion.
NIIs / Non – Institutional Investors	Bidders that are not QIBs or Retail Individual Bidders and who have Bid for Offered Shares for an amount more than ₹ 200,000 (but not including Eligible Employees Bidding in the Employee Reservation Portion (if any)).
Non-Institutional Portion	Portion of the Net Offer being not less than 15% of the Net Offer or 14,10,774 Equity Shares which shall be available for allocation to Non-Institutional Bidders on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
Non-Resident /NR	A person resident outside India, as defined under FEMA and includes FIIs, FPIs, FVCIs and Eligible NRIs
Non-Resident Indians	A person resident outside India as defined under the FEMA Regulations and includes Non-Resident Indians, FVCIs, FPIs.
Offer/ Offer for Sale	The initial public offering of our Company through the offer for sale of up to 9,905,157 Equity Shares of face value of ₹ 10 each for cash at a price of ₹ [●] each, aggregating to ₹ [●] million through an Offer for Sale by the Selling Shareholder. MoR, pursuant to its letter dated February 08, 2018, has approved the reservation of upto 500,000 (net of Employee Discount) Equity Shares in the Employee Reservation Portion over and above the disinvestment of 10% of our Promoter's shareholding in our Company.
Offer Agreement	The agreement dated March 21, 2018 entered among the Selling Shareholder, our Company and the BRLMs pursuant to which certain arrangements are agreed to in relation to the Offer.
Offer Price	The final price (net of Retail Discount and Employee Discount, as applicable) within the Price Band at which Offered Shares will be Allotted to successful Bidders in terms of the Red Herring Prospectus.
Offer Proceeds	The proceeds of this Offer based on the total number of Offered Shares Allotted under this Offer and the Offer Price.
Offered Shares	Upto 9,905,157 Equity Shares being offered for sale by the Selling Shareholder in the Offer, including Employee Reservation Portion.
Pre-Offer advertisement	The pre-Offer advertisement to be published by our Company under regulation 47 of the SEBI ICDR Regulations and section 30 of the Companies Act, 2013 after registration of the Red Herring Prospectus with the RoC, in all editions of the English national newspaper Financial Express and all editions of the Hindi national newspaper Jansatta (Hindi being the regional language of Delhi wherein the Registered Office is located), each with wide circulation, respectively.
Price Band	The price band of a minimum price of ₹ [●] per Equity Share (Floor Price) and the maximum price of ₹ [●] per Equity Share (Cap Price), including any revisions thereof, if any. The Price Band for the Offer will be decided by the Selling Shareholder and the Company in consultation with the BRLMs and will be advertised, at least five Working Days prior to the Bid/ Offer Opening Date, in all editions of the English national newspaper Financial Express, all editions of the Hindi national newspaper Jansatta, where our Registered Office is located), each with wide circulation.
Pricing Date	The date on which the Selling Shareholder and our Company, in consultation with the BRLMs, will finalise the Offer Price.
Prospectus	The prospectus to be filed with the RoC on or after the Pricing Date in accordance with Section 26 of the Companies Act, 2013, and the SEBI ICDR Regulations

Term	Description
	containing, among others, the Offer Price, the size of the Offer and certain other information, including any addenda or corrigenda thereto.
Public Offer Account	The bank account opened with the Banker(s) to the Offer under Section 40(3) of the Companies Act, 2013, to receive monies from the ASBA Accounts on the Designated Date.
Public Offer Account Agreement	The agreement dated [●] entered into among the Selling Shareholder, our Company, the BRLMs, the Registrar to the Offer and the Banker(s) to the Offer for receipt of Bid Amounts from the ASBA Accounts on the Designated Date and if applicable, refund of amounts collected from the Bidders, on terms and conditions thereof.
QIB Bidders	QIBs who Bid in the Offer.
QIB Portion	The portion of the Net Offer being 50% of the Net Offer or 47,02578 Equity Shares, which shall be available for allocation to QIBs on a proportionate basis, subject to valid Bids being received at or above the Offer Price.
QIBs / Qualified Institutional Buyers	The qualified institutional buyers as defined under Regulation 2(1)(zd) of the SEBI ICDR Regulations.
Red Herring Prospectus / RHP	The red herring prospectus dated [●] issued by our Company in accordance with Section 32 of the Companies Act, 2013, and the provisions of the SEBI ICDR Regulations, which will not have complete particulars of the price at which the Offered Shares will be offered and the size of the Offer, including any addenda or corrigenda thereto. The Red Herring Prospectus will be registered with the RoC at least three Working Days before the Bid/ Offer Opening Date and will become the Prospectus upon filing with the RoC on or after the Pricing Date.
Refund Account	The account opened with the Refund Bank to which refunds, if any, of the whole or part of the Bid Amount, shall be transferred from the Public Offer Account(s).
Refund Bank	The Banker to the Offer with whom the Refund Account will be opened, in this case being [●].
Registered Brokers	Stock brokers registered with SEBI and the stock exchanges having nationwide terminals, other than the Members of the Syndicate and eligible to procure Bids in terms of circular number CIR/CFD/14/2012 dated October 4, 2012 issued by SEBI
Registrar Agreement	The agreement dated March 21, 2018 entered into among our Company, the Selling Shareholder, and the Registrar to the Offer, in relation to the responsibilities and obligations of the Registrar to the Offer pertaining to the Offer. This agreement will be entered into prior to the filing of the Red Herring Prospectus with the RoC.
Registrar to the Offer or Registrar	Karvy Computershare Private Limited
Resident Indian	A person resident in India, as defined under FEMA.
Retail Discount	A discount of upto [●]% (equivalent to ₹ [●] per Equity Share) on the Offer Price, which may be offered to Retail Individual Bidders.
Retail Individual Bidder(s) or Retail Individual Investor(s) or RII(s) or RIB(s)	Individual Bidders, who have Bid for the Offered Shares for an amount which is not more than ₹ 200,000 in any of the Bidding options in the Net Offer (including HUFs applying through their Karta and Eligible NRI Bidders) and does not include NRIs (other than Eligible NRIs).
RTAs / Registrar and Share Transfer Agents	The registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular number CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Retail Portion	The portion of the Net Offer being not less than 35% of the Net Offer or 32,91,805 Equity Shares which shall be available for allocation to RIIs in accordance with the SEBI ICDR Regulations, subject to valid Bids being received at or above the Offer Price
Revision Form	The form used by Bidders to modify the quantity of the Offered Shares or the Bid Amount in any of their ASBA Forms or any previous Revision Form(s).

Term	Description
	QIB Bidders and Non-Institutional Bidders are not allowed to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage. RIBs and Eligible Employees bidding in the Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date
SBICAP	SBI Capital Markets Limited
Self-Certified Syndicate Bank(s) or SCSB(s)	The banks registered with SEBI, offering services in relation to ASBA, a list of which is available on the website of SEBI at http://www.sebi.gov.in/cms/sebi_data/attachdocs/1470395458137.html or such other websites and updated from time to time.
Selling Shareholder	The President of India, acting through MoR, GoI.
Share Escrow Agent	The share escrow agent to be appointed pursuant to the Share Escrow Agreement, namely [●].
Share Escrow Agreement	The agreement dated [●] entered into among the Selling Shareholder, our Company and the Share Escrow Agent in connection with the transfer of the Offered Shares by the Selling Shareholder and credit of such Offered Shares to the demat account of the Allottees.
Specified Locations	The Bidding centres where the Syndicate shall accept ASBA Forms from Bidders.
Sub-Syndicate Members	The sub-syndicate members, if any, appointed by the BRLMs and the Syndicate Members, to collect ASBA Forms and Revision Forms.
Syndicate Agreement	The agreement dated [●] entered into among the Selling Shareholder, our Company, the Registrar to the Offer, the BRLMs and the Syndicate Members in relation to the collection of ASBA Forms by the Syndicate.
Syndicate Members	Intermediaries registered with SEBI who are permitted to carry out activities as an underwriter, to be appointed pursuant to the Syndicate Agreement.
Syndicate or Members of the Syndicate	The BRLMs and the Syndicate Members.
Underwriters	[●]
Underwriting Agreement	The agreement dated [●] entered into among the Selling Shareholder, our Company, and the Underwriters, entered into on or after the Pricing Date but prior to the registration of the Prospectus with the RoC.
Wilful Defaulter	A company or a person categorised as a wilful defaulter by any bank or financial institution or consortium thereof, in accordance with the guidelines on wilful defaulters issued by the Reserve Bank of India and includes any company whose director or promoter is categorised as such.
Working Day	All days other than second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided, however, with reference to (a) announcement of Price Band; and (b) Bid/ Offer Period, the expression "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and (c) the time period between the Bid/ Offer Closing Date and the listing of the Equity Shares on the Stock Exchanges, the expression "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays, in terms of the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016.

Technical / industry related terms / abbreviations

Term	Description
BG	Broad Gauge
DFC	Dedicated Freight Corridor
DLF	Diesel Locomotive Factor
EDFC	Eastern Dedicated Freight Corridor
EMU	Electric Multiple Unit

Term	Description
HAM	Hybrid Annuity Model
HSR	High Speed Rail
IMF	The International Monetary Fund
IR	Indian Railways
JICA	Japan International Cooperation Agency
LEO(C)	Labour Enforcement Officer
MEMU	Mainline Electric Multiple Unit
MTP	Metropolitan Projects
NBCC	National Building Construction Corporation
NGR	Non-Government Railway
NHSRC	National High Speed Rail Corporation
PETS	The Preliminary Engineering and Traffic Study
PMGSY	Pradhan Mantri Gram Sadak Yojana
PPP	Public Private Partnerships
SPV	Special Purpose Vehicle
WDFC	Western Dedicated Freight Corridor

Conventional and General Terms or Abbreviations

Term	Description
₹/Rs./Rupee(s)/INR	Indian Rupees
AGM	Annual General Meeting
AIF	Alternative Investment Fund as defined in and registered with SEBI under the SEBI AIF Regulations
Air Act	The Air (Prevention and Control of Pollution) Act, 1981
Arbitration Act	The Arbitration and Conciliation Act, 1996
AS/ Accounting Standards	Accounting Standards issued by the Institute of Chartered Accountants of India
AY	Assessment Year
BIS Act	The Bureau of Indian Standards Act, 1986
BOOT	Build-Own-Operate-Transfer
BOT	Build-Operate-Transfer
BSE	BSE Limited
CAG	Comptroller and Auditor General
CAGR	Compounded Annual Growth Rate
CCEA	Cabinet Committee on Economic Affairs
Category I Foreign Portfolio Investors (FPIs)	FPIs who are registered with SEBI as “Category I foreign portfolio investors” under the SEBI FPI Regulations
Category II Foreign Portfolio Investors (FPIs)	FPIs who are registered with SEBI as “Category II foreign portfolio investors” under the SEBI FPI Regulations
Category III Foreign Portfolio Investors (FPIs)	FPIs who are registered with SEBI as “Category III foreign portfolio investors” under the SEBI FPI Regulations
CDSL	Central Depository Services (India) Limited
CIN	Corporate Identity Number
Client ID	Client identification number of the Bidders beneficiary account
Companies Act	Companies Act, 1956 and/or the Companies Act, 2013, as applicable
Companies Act, 1956	Companies Act, 1956, as amended (without reference to the provisions thereof that have ceased to have effect upon notification of the sections of the Companies Act, 2013 by the MCA) alongwith the relevant rules made thereunder
Companies Act, 2013	The Companies Act, 2013, to the extent in force pursuant to the notification of the Notified Sections
Consolidated FDI Policy	Consolidated FDI Policy issued by the DIPP by circular D/o IPP F. No. 5(1)/2017-FC-1 dated August 28, 2017, effective from August 28, 2017.
CRISIL	CRISIL Research, a division of CRISIL Limited.

Term	Description
DBFOT	Design, Build, Finance, Operate and Transfer
Depositories	NSDL and CDSL
Depositories Act	The Depositories Act, 1996
DIN	Director Identification Number
DIPP	Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India
DPE	Department of Public Enterprises
DP ID	Depository Participant’s Identification
DP/Depository Participants	A depository participant as defined under the Depositories Act
EBIDTA	Earnings before interest, taxes, depreciation, and amortisation
ECB	External Commercial Borrowing
Environment Act	Environment Protection Act, 1986
EPC	Engineering, Procurement and Construction
EPS	Earnings Per Share
Equity Listing Agreement	Listing Agreement to be entered into with the Stock Exchanges on which the Equity Shares of our Company are to be listed
ESI Act	Employees State Insurance Act, 1948
FCNR	Foreign Currency Non-Resident
FDI	Foreign Direct Investment
FY	Financial Year
FEMA	Foreign Exchange Management Act, 1999, read with rules and regulations thereunder
FEMA Regulations	Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017
FII(s)	Foreign Institutional Investors as defined under the SEBI FPI Regulations
Financial Year/FY/Fiscal	Unless stated otherwise, the period of 12 months ending March 31 of that particular year
FPI(s)	A foreign portfolio investor as defined under the SEBI FPI Regulations
FTA	Foreign Trade (Development and Regulation) Act, 1992
FVCI	Foreign Venture Capital Investors as defined and registered under the SEBI FVCI Regulations
GAAR	General Anti Avoidance Rules
GDP	Gross Domestic Product
GIR	General Index Register
GoI / Government of India / Central Government	Government of India
GST	Goods and services tax
Hazardous Chemical Rules	Manufacture, Storage and Import of Hazardous Chemical Rules, 1989
Hazardous Wastes Rules	The Hazardous and Other Wastes (Management and Transboundary Movement) Rules, 2016
ICAI	The Institute of Chartered Accountants of India
IFRS	International Financial Reporting Standards
Income Tax Act	The Income Tax Act, 1961
Ind – AS	The Indian Accounting Standards
Ind – AS Rules	Companies (Indian Accounting Standards) Rules, 2015
India	Republic of India
Indian GAAP / IGAAP	Generally Accepted Accounting Principles in India
IPC	Indian Penal Code, 1860
IPO	Initial Public Offering
IRDA	Insurance Regulatory and Development Authority of India
IST	Indian Standard Time
IT	Information Technology
Mn	Million

Term	Description
MoR	Ministry of Railways
MoU	Memorandum of Understanding
NA	Not Applicable
NAV	Net Asset Value
NECS	National Electronic Clearing Services
NEFT	National Electronic Fund Transfer
NHAI	National Highway Authority of India
NHDP	National Highways Development Project
NI Act	The Negotiable Instruments Act, 1881
Notified Sections	The sections of the Companies Act, 2013 that have been notified by the Ministry of Corporate Affairs, Government of India
NRE Account	Non Resident External Account
NSDL	National Securities Depository Limited
NSE	The National Stock Exchange of India Limited
OCB/ Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA. OCBs are not allowed to invest in the Offer.
p.a.	Per annum
P/E Ratio	Price/Earnings Ratio
PAN	Permanent Account Number
PAT	Profit After Tax
PIL	Public Interest Litigation
PSU	Public Sector Undertaking
Public Liability Act	Public Liability Insurance Act, 1991
RBI	The Reserve Bank of India
RNW	Return on Net Worth
RTGS	Real Time Gross Settlement
SCRA	Securities Contracts (Regulation) Act, 1956
SCRR	Securities Contracts (Regulation) Rules, 1957
SEBI	The Securities and Exchange Board of India constituted under the SEBI Act, 1992
SEBI Act	Securities and Exchange Board of India Act, 1992
SEBI AIF Regulations	Securities and Exchange Board of India (Alternative Investments Funds) Regulations, 2012
SEBI FII Regulations	Securities and Exchange Board of India (Foreign Institutional Investors) Regulations, 1995
SEBI FPI Regulations	Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014
SEBI FVCI Regulations	Securities and Exchange Board of India (Foreign Venture Capital Investor) Regulations, 2000
SEBI ICDR Regulations	Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
SEBI Listing Regulations	Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015
SEBI VCF Regulations	Securities and Exchange Board of India (Venture Capital Fund) Regulations, 1996 as repealed pursuant to the SEBI AIF Regulations
Securities Act	United States Securities Act of 1933
sq mt	square metre
Sq. ft.	Square feet
State Government	The government of a state in India
STT	Securities Transaction Tax

Term	Description
Takeover Regulations	Securities and Exchange Board of India (Substantial Acquisition of Shares and Takeovers) Regulations, 2011
U.K. or UK	United Kingdom
U.S./U.S.A./United States	United States of America
US GAAP	Generally Accepted Accounting Principles in the United States of America
USD/US$	United States Dollars
VAT	Value Added Tax
VCFs	Venture Capital Funds as defined in and registered with SEBI under the SEBI VCF Regulations or the SEBI AIF Regulations, as the case may be
Water Act	The Water (Prevention and Control of Pollution) Act, 1974, as amended
Water Cess Act	The Water (Prevention and Control of Pollution) Cess Act, 1977, as amended

PRESENTATION OF FINANCIAL, INDUSTRY AND MARKET DATA

Certain Conventions

All references in this Draft Red Herring Prospectus to "India" are to the Republic of India and all references to the "U.S.", "U.S.A" or "United States" are to the United States of America.

Unless stated otherwise, all references to page numbers in this Draft Red Herring Prospectus are to the page numbers of this Draft Red Herring Prospectus.

Financial Data

Unless stated otherwise, the financial information in this Draft Red Herring Prospectus is derived from our Restated Financial Statements in accordance with the Companies Act and Indian GAAP or IND AS and restated in accordance with the SEBI ICDR Regulations.

Our Company's Financial Year commences on April 1 and ends on March 31 of the following year. Accordingly, all references to a particular financial year, unless stated otherwise, are to the 12 month period ended on March 31 of that year. Unless the context otherwise requires, all references to a year in this Draft Red Herring Prospectus are to a calendar year and references to a financial year are to March 31 of that calendar year.

Certain figures contained in this Draft Red Herring Prospectus, including financial information, have been subject to rounding adjustments. All decimals have been rounded off to two or one decimal places. In certain instances, (i) the sum or percentage change of such numbers may not conform exactly to the total figure given; and (ii) the sum of the numbers in a column or row in certain tables may not conform exactly to the total figure given for that column or row.

There are significant differences between Indian GAAP, Ind AS, U.S. GAAP and IFRS. Given that Ind AS differs in many respects from Indian GAAP, our financial statements prepared and presented in accordance with Ind AS may not be comparable to our historical financial statements prepared under the Indian GAAP. Our Company does not provide reconciliation of its financial information to Ind AS, IFRS or U.S. GAAP. Our Company has not attempted to explain those differences or quantify their impact on the financial data included in this Draft Red Herring Prospectus and it is urged that you consult your own advisors regarding such differences and their impact on our financial data. Accordingly, the degree to which the financial information included in this Draft Red Herring Prospectus will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting policies and practices, the Companies Act, the Indian GAAP and the SEBI ICDR Regulations. Any reliance by persons not familiar with Indian accounting policies and practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

For details in connection with risks involving differences between Indian GAAP and IFRS see "*Risk Factors – Significant differences exist between Indian GAAP and other accounting principles, such as U.S. GAAP, Ind AS and IFRS, which may be material to investors' assessments of our financial condition*" on page 20 and "*Significant Differences between Indian GAAP and Ind AS*" on page 650.

Unless the context otherwise indicates, any percentage amounts, as set forth in "*Risk Factors*", "*Our Business*", "*Management's Discussion and Analysis of Financial Conditional and Results of Operations*" on pages 20, 153 and 663 respectively, and elsewhere in this Draft Red Herring Prospectus have been calculated on the basis of our Restated Financial Statements prepared in accordance with Companies Act, Indian accounting policies and practices and IND AS or Indian GAAP, as the case may be and restated in accordance with the SEBI ICDR Regulations.

Currency and Units of Presentation

All references to:

- "Rupees" or "₹" or "INR" or "Rs." are to Indian Rupee, the official currency of the Republic of India; and
- "USD" or "US$" are to United States Dollar, the official currency of the United States.

Our Company has presented certain numerical information in this Draft Red Herring Prospectus in "million" units. One million represents 1,000,000 and one billion represents 1,000,000,000.

Exchange Rates

This Draft Red Herring Prospectus contains conversion of certain other currency amounts into Indian Rupees that have been presented solely to comply with the SEBI ICDR Regulations. These conversions should not be construed as a representation that these currency amounts could have been, or can be converted into Indian Rupees, at any particular rate.

The following table sets forth, for the periods indicated, information with respect to the exchange rate between the Rupee and USD:

Currency[#]	**December 31, 2017**	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
1 USD	63.92[(3)]	64.84	66.33	62.59	60.10[(1)]	54.39[(2)]

[#]*Source: RBI reference rate.*

[(1)] *Exchange rate as on March 28, 2014, as RBI reference rate is not available for March 31, 2014, March 30, 2014, and March 29, 2014, being a public holiday, a Sunday and a Saturday, respectively.*

[(2)] *Exchange rate as on March 28, 2013, as RBI reference rate is not available for March 31, 2013, March 30, 2013, and March 29, 2013, being a Sunday, a Saturday and a public holiday, respectively.*

[(3)] *Exchange rate as on December 29, 2017, as RBI reference rate is not available for December 30, 2017 and December 31, 2017, being a Saturday and Sunday respectively.*

Industry and Market Data

Unless stated otherwise, industry and market data used in this Draft Red Herring Prospectus has been obtained or derived from publicly available information and from the report titled *"Report on construction / investment opportunity in Indian Roads and Railways as well as in select overseas countries"* dated March, 2018 ("**Industry Report**") issued by CRISIL which includes the following disclaimer:

"CRISIL Research, a division of CRISIL Limited (CRISIL) has taken due care and caution in preparing this Report based on the information obtained by CRISIL from sources which it considers reliable (Data). However, CRISIL does not guarantee the accuracy, adequacy or completeness of the Data / Report and is not responsible for any errors or omissions or for the results obtained from the use of Data / Report. This Report is not a recommendation to invest / disinvest in any company covered in the Report. CRISIL especially states that it has no financial liability whatsoever to the subscribers/ users/ transmitters/ distributors of this Report. CRISIL Research operates independently of, and does not have access to information obtained by CRISIL's Ratings Division / CRISIL Risk and Infrastructure Solutions Limited (CRIS), which may, in their regular operations, obtain information of a confidential nature. The views expressed in this Report are that of CRISIL Research and not of CRISIL's Ratings Division / CRIS. No part of this Report may be published / reproduced in any form without CRISIL's prior written approval."

Industry publications generally state that the information contained in such publications has been obtained from publicly available documents from various sources believed to be reliable but their accuracy and completeness are not guaranteed and their reliability cannot be assured. Although we believe the industry and market data used in this Draft Red Herring Prospectus is reliable, it has not been independently verified by us or the BRLMs or any of their affiliates or advisors. The data used in these sources may have been re-classified by us for the purposes of presentation. Data from these sources may also not be comparable. Such data involves risks, uncertainties and numerous assumptions and is subject to change based on various factors, including those discussed in *"Risk Factors"* on page 20.

The extent to which the market and industry data used in this Draft Red Herring Prospectus is meaningful depends on the reader's familiarity with and understanding of the methodologies used in compiling such data. There are no standard data gathering methodologies in the industry in which business of our Company is conducted, and methodologies and assumptions may vary widely among different industry sources.

In accordance with the SEBI ICDR Regulations, the "*Basis for Offer Price*" on page 114 includes information relating to our peer group companies. Such information has been derived from publicly available sources, and neither we, nor the Selling Shareholder or any of the BRLMs have independently verified such information.

FORWARD-LOOKING STATEMENTS

This Draft Red Herring Prospectus contains certain "forward-looking statements". These forward-looking statements generally can be identified by words or phrases such as "aim", "anticipate", "believe", "expect", "estimate", "intend", "objective", "plan", "project", "will", "will continue", "will pursue" or other words or phrases of similar import. Similarly, statements that describe our strategies, objectives, plans, prospects or goals are also forward-looking statements. All forward-looking statements are subject to risks, uncertainties and assumptions about us that could cause actual results to differ materially from those contemplated by the relevant forward-looking statement.

Further, actual results may differ materially from those suggested by the forward-looking statements due to risks or uncertainties associated with the expectations with respect to, but not limited to, regulatory changes pertaining to the industries in India in which our Company operates and our ability to respond to them, our ability to successfully implement our strategy, our growth and expansion, technological changes, our exposure to market risks, general economic and political conditions in India which have an impact on its business activities or investments, the monetary and fiscal policies of India, inflation, deflation, unanticipated turbulence in interest rates, foreign exchange rates, equity prices or other rates or prices, the performance of the financial markets in India and globally, changes in domestic laws, regulations and taxes and changes in competition in the industries in which we operate. Important factors that could cause actual results to differ materially from our Company's expectations include, but are not limited to, the following:

- Dependency on construction and infrastructure projects undertaken or awarded by government authorities and other entities funded by the government;
- Our failure to compete effectively;
- Delays/ extension/ modification / in implementation / completion of projects or cancellation of projects due to various reasons;
- Concentration of our portfolio in large-scale and long-term projects, specifically, projects in the railway sector;
- Failure to identify or acquire new projects or successfully bid for new projects;
- anticipate and respond to client requirements
- delays in the collection of receivables from our clients
- dependence on the expertise of our management and our skilled workforce; and
- failure to comply with rules and regulations of the MoR, Government regulations and other rules and regulations

For further discussion of factors that could cause the actual results to differ from the expectations, see "*Risk Factors*", "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 153 and 663 respectively. By their nature, certain market risk disclosures are only estimates and could be materially different from what actually occurs in the future. As a result, actual gains or losses could materially differ from those that have been estimated.

We cannot assure the Bidders that the expectations reflected in these forward-looking statements will prove to be correct. Given these uncertainties, Bidders are cautioned not to place undue reliance on such forward-looking statements and not to regard such statements as a guarantee of future performance.

Forward-looking statements reflect the current views of our Company as on the date of this Draft Red Herring Prospectus and are not a guarantee of future performance. These statements are based on the management's beliefs and assumptions, which in turn are based on currently available information. Although, we believe the assumptions upon which these forward-looking statements are based are reasonable, any of these assumptions could prove to be inaccurate, and the forward-looking statements based on these assumptions could be incorrect. Neither our Company, our Directors, the BRLMs nor any of their respective affiliates have any obligation to update or otherwise revise any statements reflecting circumstances arising after the date hereof or to reflect the occurrence of underlying events, even if the underlying assumptions do not come to fruition. In accordance with SEBI requirements, our Company and BRLMs will ensure that the Bidders in India are informed of material developments until the time of the grant of listing and trading permission by the Stock Exchanges.

In accordance with SEBI requirements, our Company and the Selling Shareholder shall severally ensure that investors in India are informed of material developments from the date of this Draft Red Herring Prospectus in relation to the statements and undertakings made by them in this Draft Red Herring Prospectus until the time of the grant of listing and trading permission by the Stock Exchanges for this Offer. Further, in accordance with Regulation 51A of the SEBI ICDR Regulations, our Company may be required to undertake an annual updation of the disclosures made in the Draft Red Herring Prospectus and make it publicly available in the manner specified by SEBI.

SECTION II: RISK FACTORS

An investment in the Equity Shares involves a high degree of risk. Investors should carefully consider all the information in this Draft Red Herring Prospectus, including the risks and uncertainties described below, before making an investment in the Equity Shares. The risks and uncertainties described in this section are not the only risks that we currently face. Additional risks and uncertainties not currently known to us or that are currently believed to be immaterial may also have an adverse impact on our business, results of operations and financial condition. If any of the following risks, or other risks that are not currently known or are currently deemed immaterial, actually occur, our business, results of operations and financial condition could be materially and adversely affected and the price of the Equity Shares could decline, causing the investors to lose part or all of the value of their investment in the Equity Shares. The financial and other related implications of the risk factors, wherever quantifiable, have been disclosed in the risk factors mentioned below. However, there are certain risk factors where the financial impact is not quantifiable and, therefore, cannot be disclosed in these risk factors.

To obtain a better understanding, prospective investors should read this section in conjunction with the sections entitled "Industry Overview", "Our Business", Financial Statements and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on pages 119, 153, 230 and 663, respectively, as well as the other financial and statistical information contained in this Draft Red Herring Prospectus. The financial information in this section is derived from our Restated Consolidated Financial Statements for the five Financial Years ended March 31, 2017 and the nine-month period ended December 31, 2017, unless otherwise stated.

In making an investment decision, prospective investors must rely on their own examination of the Company and the terms of the Offer, including the merits and risks involved. Investors should consult their tax, financial and legal advisors about the particular consequences to their investment in the Equity Shares.

This section contains forward-looking statements that involve risks, assumptions, estimates and uncertainties. Our actual results could differ materially from those anticipated in these forward-looking statements as a result of certain factors, including the considerations described below and elsewhere in this Draft Red Herring Prospectus. See "Forward-Looking Statements" on page 18.

Internal Risk Factors

1. ***Our business and revenues are substantially dependent on construction and infrastructure projects undertaken or awarded by government authorities and other entities funded by the government. Any change in government policies, the restructuring of existing projects or delay in payments to us, may adversely affect our business and results of operations.***

Our business and revenues are substantially dependent on construction and infrastructure projects undertaken or awarded by government authorities and other entities funded by international and multilateral development finance institutions. Contracts awarded to us by the government and government-controlled entities constitute almost 100% of our total consolidated income. We expect such contracts to continue to account for a high percentage of our total consolidated income in the future. Any adverse change in the policies adopted by the government regarding award of its projects such as pre-qualification criteria could adversely affect our ability to bid for and/ or win such projects. In addition, any changes in the existing policies pertaining to incentives granted in respect of infrastructure developments, could adversely affect our existing projects and opportunities to secure new projects. For details of certain of such policies and incentives, please refer to the chapter *"Regulations and Policies"* on page 173.

The government has in the past made sustained increases to budget allocations for the construction and infrastructure sector. Such measures taken by the government have also attracted and enabled additional funding by international and multilateral development financial institutions for construction and infrastructure projects in India. Additionally, the projects in which government entities participate may be subject to delays, extensive internal processes, policy changes, and changes due to local, national and internal political forces, insufficiency of government funds or changes in budget allocations of governments or other entities. Since government entities are responsible for awarding contracts and are parties to the development and operation of certain of our projects, our business is directly and significantly dependent on their support and co-operation. Any withdrawal of support or adverse changes in their policies may lead to our agreements being restructured or renegotiated and could, though not monetarily quantifiable at this time, materially and adversely affect our financing, capital expenditure, revenues, development or operations relating to our existing projects as well as our ability to participate in competitive bidding or negotiations for our future projects. This in turn could materially and adversely affect our results of operations and financial condition.

Separately, infrastructure contracts awarded by the central or state governments or government-controlled entities usually contain a standard condition, which states that the client has the right to vary the terms of the contract which may not be favourable to our Company. Our ability to negotiate the terms of contracts with the government and the state government is limited and we may be required to accept unusual or onerous provisions in such contracts in order to be engaged for such projects. While we would typically be paid for works completed prior to the date of termination, no further amount would be payable to us by the client. This could result in the resources allocated by us to a terminated project being rendered idle until such assets are assigned in another project or being rendered permanently redundant.

While all businesses must operate within the confines of legal framework at any given time, we, being a public sector enterprise, face more constraints (not applicable to companies in the private sector) which put it at a disadvantage in this competitive market. For instance, the structural changes in the construction industry in the last few years whereby all construction and financial risks are being transferred to the contractors from the employers pose fresh challenge to us. These higher risks are willingly taken up by private sector companies to capture a sizeable portion of the market. If we are unable to manage the competitions and changes in the market, it could materially and adversely impact our business, results of operations and financial condition.

2. If we face adverse publicity and incur costs associated with warranty claims or from defects during construction, our business, results of operations and financial condition could be adversely affected.

We may have to undertake service and rectification action for defects that could occur in our projects. These actions may require us to spend considerable resources in correcting the problems and may adversely affect future demand for our construction services. Defects in our projects that arise from defective components or materials supplied by external suppliers may not be covered under warranties provided by such third parties. A majority of the infrastructure contracts specify a period as the defects liability period during which we would have to rectify any defects arising from construction services provided by us at our cost. Under our BOT agreements, we are usually required to put in place grievance mechanisms to handle our construction defects and liabilities during the relevant construction and warranty periods. Our contracts also usually include liquidated damage clauses, which may be enforced against us if we do not meet specified requirements during the course of a contract. Actual or claimed defects in construction quality could give rise to claims, liabilities, costs and expenses.

Failure to meet quality standards could expose us to risk of claims during the project execution period when our obligations are typically secured by performance guarantees. In defending such alleged claims or taking such remedial actions, substantial costs may be incurred and adverse publicity generated. Further, management resources could be diverted away from our business towards defending such claims or taking remedial action. As a result, our results of operations and financial condition could be adversely affected. Although we maintain insurance in respect of our projects in accordance with industry standards and we selectively seek backup guarantees from our third-party service providers, there can be no assurance that such measures will be sufficient to cover liabilities resulting from claims. Any liability in excess of our insurance payments, reserves or backup guarantees could result in additional costs, which would reduce our profits.

Clients may also make claims against us for liquidated damages provided in the contracts. In addition, in the event, the defects are not rectified to the satisfaction of our clients, they may decide not to return part or the entire amount paid as a performance guarantee. If we are ultimately unable to collect on these payments and/or retrieve our performance guarantee in full, our profits would be reduced. These claims, liabilities, costs and expenses, if not fully covered, could have an adverse effect on our business, results of operations and financial condition.

3. Projects included in our order book and our future projects may be delayed, extended, modified or cancelled for reasons beyond our control which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operations. Revenues generated from our projects are also difficult to predict and are subject to variations driven by various factors.

As of December 31, 2017, our Order Book was ₹223,871.7 million. Our Order Book sets forth our expected revenues from ongoing projects awarded to us and for which we have entered into signed agreements or received letters of award or letters of intent or work orders. However, project delays, extension, modifications in the work scope or project cancellations may occur from time to time due to either a client's or our default, incidents of force majeure or legal impediments. For example, in many of our projects, we or our clients are obliged to take certain actions, such as acquiring land, securing right of way, clearing forests, securing required licenses, authorizations or permits, making advance payments or opening of letters of credit or moving existing utilities, which may be delayed due to our client's non-performance, our own breaches or force majeure factors. There are also project-specific factors, for instance, in an EPC project, we may incur significant additional costs due to project delays and our counterparties may seek liquidated damages due to our failure to complete the required milestones or even terminate the construction contract totally or refuse to grant us any extension. As of January 31, 2018, we have 49 ongoing projects, but we cannot assure you that our projects under construction will be completed in a timely manner or at all. However, time and cost over runs attributable to clients are addressed by clients by offering time extensions and or price variation/escalation. The completion schedule may need to be reset and we may not be able to recognize revenue if the required percentage of completion is not achieved in the specified timeframe. In a BOT project, such delay may result in our payment obligation for damages to the other parties, the client's invocation of our performance security and consequential delays in our receipt of annuities and/or collection of tolls in our BOT projects.

Revenue generated from a construction project may vary widely and is dependent on various factors, such as, the stage and size of the project, the scheduled commencement date, the price and supply of raw materials and project delays (if any). The scheduled commencement date for our projects is estimated based on current expectations and market conditions, which could change significantly. Our revenue may also differ significantly from period to period due to factors such as number of new projects, delays or difficulties in expanding our business, changes to our pricing structure or that of our competitors, inaccurate estimates of resources and time required to complete on-going contracts and currency fluctuations. For example, the decline in operating income in Fiscal Year 2016 can be largely attributed to the completion of mega foreign projects in Sri Lanka in previous fiscal periods and the delay in starting new projects. These factors may make it difficult for us to prepare accurate internal financial forecasts. In addition, due to timetable and payment scheme variations between projects, revenues may not track the projects listed in our order book and may only be recognized until there is reasonable progress on a contract. As a result, our revenues and profits may vary significantly during different fiscal periods, and certain periods are not indicative of our financial position for the year, and may be significantly below the expectations of the market, analysts and investors.

Separately, we may not have the full protection in our projects against such delays or associated liabilities and/or additional costs. Further, we have fee caps in most of our contracts, which, may be interpreted restrictively by our counterparties, who may dispute our claims for additional costs. As a result, our future earnings may be different from the amount in the order book. Our contracts may be amended, delayed or cancelled before work commences or during the course of construction. Due to unexpected changes in a projects' scope and schedule, we cannot predict with certainty when or if expected revenues as reflected in the order book will be achieved. In addition, even where a project proceeds as scheduled, it is possible that contracting parties may default and fail to pay amounts owed or receivables due. If any or all of these risks materialize, our business, prospects, reputation, profitability, financial condition and results of operations may be materially and adversely affected.

We cannot provide any assurance that we will succeed in any new projects we may enter into or that we will recover our investments in such projects. Any failure in the development, financing or operation of any of our new projects may materially and adversely affect our business, financial condition, cash flows and results of operations.

4. If we are not successful in managing our growth, our business may be disrupted and our profitability may be reduced.

We have experienced high growth in Fiscal Year 2013 and Fiscal Year 2014, attributable primarily to large size foreign projects secured by us. Our future growth is subject to risks arising from a rapid decrease in order volume or value, and inability to retain and recruit skilled staff. Although we plan to continue to expand our scale of operations through organic growth or investments in other entities, as well as gradually moving to a construction company having a diversified portfolio, we may not grow at a rate comparable to our growth rate in the past, either in terms of revenue or profit.

Our future growth may place significant demand on our management and operations and require us to continuously evolve and improve our financial, operational and other internal controls within our Company. In particular, continued expansion may pose challenges in:

- maintaining high levels of project control and management, and client satisfaction;
- recruiting, training and retaining sufficient skilled management, technical and bidding personnel;
- developing and improving our internal administrative infrastructure, particularly our financial, operational, communications, internal control and other internal systems;
- making accurate assessments of the resources we will require;
- adhering to the standards of health, safety and environment and quality and process execution to meet clients' expectations;
- operating in jurisdictions and business segments where we have limited experience;
- preserving a uniform culture, values and work environment;
- strengthening internal control and ensuring compliance with legal and contractual obligations;
- managing relationships with clients, suppliers, contractors, investors, lenders and service providers; and
- supporting infrastructure such as IT and HR management systems.

If we are not successful in managing our growth, our business may be disrupted and profitability may be reduced, and consequently, our business, prospects, financial condition and results of operations may be adversely affected.

5. Railway sector projects contribute approximately 84.99% of our Order Book as of December 31, 2017. Any change in the sector causing decline in the numbers of project available may adversely affect our revenues and profitability.

Since we commenced operation in 1976, we have serviced a diverse range of infrastructure and construction projects in sectors as varied as railways, highways, bridges, flyovers, tunnels, EHP sub-stations, electrical and mechanical works, and commercial and residential properties. However, we continue to attract majority of our projects from the railway sector which accounts for 84.99% of our Order Book as of December 31, 2017. Due to this high concentration, any decline in client demands, increase in quality standard, growing competition and any change in requirements for our services by clients in this sector may adversely affect our ability to retain the current revenue and profitability level. While clients in the railway sector continue to add new projects and expand geographical coverage in the country, we cannot assure that we will continue to generate the same quantum of business, and decline in the numbers of project awarded to us may adversely affect our revenue and profitability.

6. We anticipate that our portfolio will be increasingly concentrated in large-scale and long-term projects, specifically, projects in the railway sector. Such concentration in our portfolio if not properly managed could lead to material adverse effect on our business, prospects, financial condition and results of operations.

Our business strategy is to focus on high value and long-term contracts. As of December 31, 2017, we had 19 projects in our Order Book with value of more than ₹5,000 million. In principle, projects having high order value typically have a smaller percentage of overhead cost as a percentage of total cost and therefore provide a greater potential for profit. However, these high value projects, which take up a majority part of our portfolio, if not properly managed, can increase individual contract risks and have material adverse effect on our business, prospects, financial condition and results of operations.

In addition, we may need to execute large-scale projects through joint ventures, which expose us to the risk of default by our joint venture partners. If we do not achieve our expected margins or suffer losses on large contracts, this could have an adverse effect on our results of operations.

High value and long-term contracts may also restrict our operational and financial flexibility in certain important respects. For example, business circumstances may materially change over the life of one or more of our contracts and we may not have the ability to modify our contracts to reflect these changes. Further, being committed under these contracts may restrict our ability to implement changes to our business plan. This limits our business flexibility, exposes us to an increased risk of unforeseen business and industry changes, which could have a material adverse effect on our business, prospects, financial condition and results of operations.

7. Some of our employees are on deputation from MoR and may not get permanently absorbed in our Company.

As on December 31, 2017, we had 48 employees, including some at senior level, that are on deputation from MoR. Some of our senior employees that are skilled professionals and are responsible for handling and executing our projects in India and overseas are appointed on deputation basis from MoR, some of whom are later permanently absorbed in our Company. In the event they are not absorbed in our Company, they are repatriated to MoR, therefore we may be unable to complete our projects in a timely manner due to risks associated with our dependency on MoR for appointing skilled professionals.effecting our business, prospects, financial condition and results of operations.

8. Projects sub-contracted or undertaken through a joint venture may be delayed on account of the performance of the joint venture partner, principal or sub-contractor, resulting in delayed payments or non enforcement of performance guarantee issued by us,could lead to material adverse effect on our business, prospects, financial condition and results of operations.

From time to time we sub-contract specific construction and development works of our projects, and when we sub-contract to third party, payments may depend on the sub-contractor's performance. Our contracts typically require us to enter into certain commercial and performance obligations with our clients, the performance of which in turn may be dependent on third parties. We may not be able to pass such commercial and performance obligations to executing agencies, which may increase our expenditure in relation to such contracts, or which may result in us being unable to complete our contracts in time or to the satisfaction of our clients.

For instance, many of our projects depend on the availability of competent external contractors for construction, delivery and commissioning, as well as the supply and testing of equipment. Any inadequacy or delay in services by our contractors may result in incremental costs and time overruns which in turn may adversely affect our projects and expansion plans. Further, while our contractors furnish us with performance guarantees, we cannot assure you that we would always be able to enforce such performance guarantees against these contractors. In addition, there is a high demand for construction companies in India at present and our ability to hire competent contractors may therefore be limited as we may not be able to identify or retain competent contractors, or ensure execution on a timely or cost-effective basis. A completion delay on the part of a principal or sub-contractor, for any reason, could result in delayed payments to us. In addition, when we sub-contract, we may be liable to the client due to failure on the part of a sub-contractor to maintain the required performance standards or insufficiency of a sub-contractor's performance guarantees.

In order to be able to bid for certain large scale infrastructure projects, we enter into joint venture agreements or form a subsidiary with other companies to meet technical or other requirements that may be required as part of the prequalification for bidding or execution of the contract. As on January 31, 2018, we have seven incorporated Joint Ventures. For further details of the joint venture arrangements, see sections titled "*Our Group Companies*" on page 220. The success of these Joint Ventures, including the completion of the contracts, depends significantly on the satisfactory performance by our joint venture partners and fulfillment of their obligations. If our joint venture partners fail to perform their obligations satisfactorily, or at all, the joint venture may be unable to perform adequately or deliver its contracted services. If the joint venture partner fails to complete its work on time, it could result in delayed payments or in breach of our contract. In such cases, we may be required to pay penalties and liquidated damages, or the client may invoke our performance bond or guarantee, if applicable. Further, the liability of joint venture partners is joint and several. Therefore, we would be liable for the completion of the entire project if a joint venture partner were to default on its duty to perform. Failure to effectively protect ourselves against risks for any of these reasons could expose us to substantial costs and potentially lead to material losses.

9. Our projects are exposed to various implementation and other risks and uncertainties which could lead to material adverse effect on our business, prospects, financial condition and results of operations.

The construction or development of our projects involves various implementation risks including construction delays, delay or disruption in supply of raw materials, delays in acquisition of land, unanticipated cost increases, force majeure events, cost overruns or disputes with our joint venture partners. We may be further subject to regulatory risks, financing risks and the risks that these projects may ultimately prove to be unprofitable. In particular:

- delays in completion and commercial operation could increase the financing costs associated with the construction and cause our forecast budget to be exceeded;
- increase in employees' salaries due to factors such as recommendation from Pay Revision Committee for CPSEs could materially increase our costs in performing our projects beyond the allocated budget;
- some of the drawings for the sites on which these projects are expected to be developed may not be

accurate;

- we may not be unable to attract able railway officers from the railways considering that more than 70% of our business is from railways;
- we may encounter unforeseen engineering problems, disputes with contractors or workers, force majeure events and unanticipated costs due to defective plans and specifications;
- we may not be able to obtain adequate capital or other financing at affordable costs or obtain any financing at all to complete construction of and to commence operations of these projects;
- we may not receive timely regulatory approvals and/or permits for development and operation of our projects, such as environmental clearances, mining, forestry or other approvals from the federal or state environmental protection agencies, mining, forestry, railway or other regulatory authorities and may experience delays in government land acquisition and procuring right of way and other unanticipated delays;
- we may not be able to recover the amounts already invested in these projects if the assumptions contained in the feasibility studies for these projects do not materialize;
- we may experience shortages of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply markets;
- we may face geological, construction, excavation, regulatory and equipment problems with respect to operating projects and projects under construction;
- we may be subject to risk of equipment failure or industrial accidents that may cause injury and loss of life, and severe damage to and destruction of property and equipment;
- we may experience adverse changes in market demand or prices for the services that our projects are expected to provide;
- the third-party service providers hired to complete the projects may not be able to complete the construction of our project on time, within budget or to the required specifications and standards; and/or
- we may face other unanticipated circumstances or cost increases.

For example, as on the date of this Draft Red Herring Prospectus, our Company is involved in certain proceedings to recover costs, including in relation to costs incurred for performing additional work in connection with construction of certain road projects. For further details, please see the section entitled "*Outstanding Litigation and Other Material Developments*" on page 692.

In addition, increases in the prices of construction materials, fuel, labour and equipment, their availability and cost overruns could have an adverse effect on us. The cost of construction materials, fuel, labour and equipment constitutes a significant part of our operating expenses. Our construction operations require various bulk construction materials including steel, cement, sand and aggregate. We may experience unanticipated increases in costs due to fluctuations in the supply and demand in the national and international markets for construction materials. At certain times, there can be a scarcity of raw materials, which may cause substantial increases in the prices of such raw materials. Transport of these raw materials is subject to various conditions beyond our control, including poor roads, inclement weather or industrial accidents. Further, if breakdowns of our equipment increase as we conduct more construction activities, the costs associated with maintaining such equipment will increase. Through our procurement process, we may be able to negotiate bulk discounts with our suppliers due to the large sizes of our purchases. However, we cannot assure you that we will receive bulk discounts in our future purchases. We may need to divide our orders among several suppliers to reduce reliance on a limited number of suppliers, which may result in fewer discounts for us. Our ability to pass on increased costs may be limited under our fixed price contracts, which may have limited or no price escalation provisions. Further, our clients may dispute the increased costs. If we are unable to pass on such unanticipated price increases to our clients in EPC projects or through an increase in annuities or through extension of concession periods in BOT projects, we may have to absorb such increases and our business, financial condition and results of operations may be adversely affected.

While we expect most third-party agencies hired for our new projects to provide certain customary guarantees and indemnities for timely completion and cost overruns in the relevant construction contracts, these guarantees and indemnities may not cover the entire amount of any cost overruns and we may not be able to recover the full amounts under such guarantees and indemnities. In addition, we cannot assure you that our current or future projects will be completed, or, if completed, will be completed on time or within budget.

10. Our statutory auditor has included certain qualifications and emphasis in the audit reports of our Company.

If we are unable to address some or all of these observations, our business and results of operations may be adversely affected.

Our Statutory Auditor has included certain qualifications and emphasis in the audit reports of our Company, which are discussed in "*Management's Discussion and Analysis of Financial Condition and Results of Operations*". Accordingly, investors should read the sections titled "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" and "*Financial Statements*" on page 663 and 230 respectively, in the context of such auditor qualifications and emphasis highlighted by our statutory auditor with respect to our historic financial information. Failure or inability to address some or all of these comments by the auditors may adversely affect our business and our results of operations.

11. We may be unable to identify or acquire new projects and our bids for new projects may not always be successful, which may negatively impact our business growth.

Undertaking new projects depends on various factors such as our ability to identify projects on a cost-effective basis or to integrate acquired operations into our existing business. Our undertakings may require consents from the concession authorities, other regulatory authorities and sometimes, consents from our lenders, when applicable. If we are unable to identify or acquire new projects matching our expertise or profit expectations or to obtain the requisite consents from concession authorities or other relevant parties when required or at all, we may be subject to uncertainties in our business.

As a part of our business, we bid for new projects on an on-going basis. Projects are awarded following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. Once the prospective bidders satisfy the pre-qualification criteria of the tender, the project is usually awarded based on the price of the contract quoted by the prospective bidder. We generally incur significant one-time costs in the preparation and submission of bids, attributed largely to onsite due diligence, site survey and making composite bid for the same. Where we cannot pre-qualify for a project on a standalone basis, we may collaborate with other construction companies at the national and local levels to submit a joint bid and undertake the project on a joint and several basis after winning the bid.

We cannot assure you that we would bid where we are pre-qualified to submit a bid, that we can collaborate well with our joint venture partner to submit a bid successfully, that we will remain qualified during the bidding process, that our bids, when submitted or if already submitted, would be accepted or that we could be awarded the project we are bidding for. Further, there may be delays in the bid selection process owing to a variety of reasons which may be outside our control and our bids, once selected, may not be finalized within the expected time frame. In case we lose out on bid, there could be adverse effect on our business, financial condition, cash flows, results of operations and growth prospects. Our future results of operations and cash flows can fluctuate materially from period to period depending on the timing of contract awards.

12. Inadequate workload may cause underutilization of our workforce and equipment bank.

We estimate our future workload largely based on whether and when we will receive certain new contract awards. While our estimates are based upon our best judgment, these estimates can be unreliable and may frequently change based on newly available information. In a project where timing is uncertain, it is particularly difficult to predict whether or when we will receive a contract award. The uncertainty of contract awards and timing can present difficulties in matching our workforce size and equipment bank with our contract needs. In planning our growth, we have been adding to our workforce and equipment bank as we anticipate inflow of additional orders. We maintain our workforce and utilize our equipment based upon current and anticipated workloads. As of January 31, 2018, the size of our workforce was 1175 permanent employees and the fleet of our equipment comprised 666 construction vehicles and other equipment. For Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015, our employee expenses as a percentage of total consolidated revenue were 4.73%, 6.21% and 6.01%, respectively. If we do not receive future contract awards or if these awards are delayed or reduced, we may incur significant costs on account of maintaining the under-utilized workforce and equipment bank, which may result in reduced profitability for us. As such, our financial condition and results of operation may be adversely affected.

13. We may be seriously affected by delays in the collection of receivables from our clients and may not be able to recover adequately on our claims which could lead to material adverse effect on our business, prospects, financial condition and results of operations.

Our business and revenues depend on projects awarded by government authorities, including central, state and local authorities and agencies and public sector undertakings. There may be delays in the collection of receivables from our clients or entities owned, controlled or funded by our clients or their related parties. As of March 31, 2015, March 31, 2016 and March 31, 2017, ₹683.59 million, ₹508.81 million and ₹1123.56 million, or 14.49%, 9.98% and 24.20%, respectively, of our total trade receivables had been outstanding for a period exceeding six months from their respective due dates. For further details, please refer to the chapter "*Financial Statements*" on page 230. Additionally, we may claim for more payments from our clients for additional work and costs incurred in excess of the contract price or amounts not included in the contract price. These claims typically arise from changes in the initial scope of work or from delays caused by the clients. The costs associated with these changes or client caused delays include additional direct costs, such as labour and material costs associated with the performance of the additional work, as well as indirect costs that may arise due to delays in the completion of the project, such as increased labour costs resulting from changes in labour markets. Though some of our contracts have provision for escalation of costs, we may not always be successful in implementing it in our favour and enforcing our contractual rights. Our clients may interpret such clauses restrictively and dispute our claims. These claims are thus often subject to lengthy arbitration, litigation or other dispute resolution proceedings. We cannot assure you that we can recover adequately on our claims. Our debtors may have insufficient assets to pay the amounts owed to us even if we win our cases. In addition, we may incur substantial costs in collecting against our debtors and such costs may not be recovered in full or at all from the debtors. As we often need to fulfill significant working capital requirements in our operations, delayed collection of receivables or inadequate recovery on our claims could materially and adversely affect our business, cash flows, financial condition and results of operations.

14. If we fail to maintain our projects pursuant to the relevant contractual requirements, we may be subject to penalties or even termination of our contracts.

The contracts for our BOT projects typically specify certain operation and maintenance standards and specifications to be met by us. These specifications and standards require us to incur operation and maintenance costs on a regular basis. We may be subject to increase in operation and maintenance costs which will lead to an increase in operating expenses in order to comply with such specifications and standards, which may adversely affect our business, cash flows and results of operations. The operation and maintenance costs of our projects may increase due to factors beyond our control, including but not limited to:

- standards of maintenance or safety requirements applicable to our projects prescribed by the relevant regulatory authorities;
- we may be required to restore our projects in the event of any landslides, floods, road subsidence, other natural disasters accidents or other events causing structural damage or compromising safety;
- unanticipated increases in material and labour costs, traffic volume or environmental stress leading to more extensive or more frequent heavy repairs or maintenance costs. The cost of major repairs may be substantial and repairs may adversely affect traffic flows;
- increase in electricity or fuel costs resulting in an increase in the cost of energy; and/or
- other unforeseen operational and maintenance costs.

In addition, our operations may be adversely affected by interruptions or failures in the technology and infrastructure systems that we use to support our operations. For example, using automation techniques or artificial intelligence may create certain risk and cause disruption in terms of execution of our projects. We cannot guarantee that any change in technology will become successful or be more successful than our current technology. Furthermore, accidents and natural disasters may also disrupt the construction, operation or maintenance of our projects and concessions. As such, the inability to change the terms and conditions, including the toll fees and annuity payments of the concession during the concession period may adversely affect our operational and financial flexibility. Any significant increase in operations and maintenance costs beyond our budget and any failure by us to meet quality standards may reduce our profits and could expose us to regulatory penalties and could adversely affect our business, financial condition and results of operations.

15. Delays in the acquisition of private land or rights of way, eviction of encroachments from government owned land by the Government or resolution of associated land issues may adversely affect the timely performance of our contracts and lead to disputes and losses.

In our contracts, government clients are typically required to acquire, lease, or secure rights of way over, tracts of land underlying the infrastructure we construct free of encroachments and encumbrances, which are beyond our control. For example, Civil & Track Package 12 of Western Dedicated Freight Corridor has suffered project delays due to late handing over of encumbrance free land. The government clients' failure to acquire in time the relevant land free of encumbrances or delays in securing right of way over such lands or in the eviction of encroachments may delay project implementation prescribed by the relevant concession agreement or implementation agreement and cause project delays and cost overruns or even force us to change or abandon the projects completely. We may be entitled to terminate such contracts on the basis of our counterparty's default, such as the failure to acquire or lease the requisite land or right of way, and be entitled to a termination payment from the client. However, such payment may not be sufficient to cover the losses incurred by the project companies in the construction of the projects. There may also be cases whereby further disputes and cross-claims for liquidated damages occurred between our project companies and the clients.

Separately, although government clients may have obtained land clearances on which these projects are implemented, we may not have copies of supporting documentation for the land acquisition. The regulatory authorities may allege non-compliance and may subject us to regulatory action in the future, including penalties, orders to stop work, seizure of land and other civil or criminal proceedings which may affect the development of our projects, and as a result, adversely affect our business and results of operations. Further, affected landowners may also make claims against us or join us as a party to the proceedings, while we believe we would not be liable to pay any compensation (as right of way is to be provided by the client), we face a risk of delay in project implementation or other intangible losses such as loss of reputation or distraction of management time.

Failure to acquire land may lead to a change of scope of the project or payment delays or disputes with the Government entity for claims in connection with a completed project's eligibility for an early completion bonus (if any). We will continue to face risks associated with implementation which could be due to reasons beyond our control such as delays from the concession authority or joint venture partners with whom we have entered into contractual arrangements. Further, any delay or inability to complete such land acquisitions may also result in increase in the price of construction materials from original estimates, which we may not be able to pass on to the contractors or users of projects. These factors could have an adverse effect on our business, results of operations and financial condition.

In addition, relevant laws and regulations may change in the future, requiring the expenditure of resources and changes in development plans, among other things, which would adversely affect our business, financial condition and results of operations. For example, the Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013, came into force with effect from January 1, 2014 ("The Land Acquisition Act") has been enacted to govern processes in relation to land acquisition in India. The Land Acquisition Act incorporates additional restrictions on land acquisition (for instance, restrictions on the acquisition of certain types of agricultural land) and includes provisions relating to the compensation, rehabilitation and resettlement of affected persons which may make the acquisition of land, particularly for large format developments, significantly more cumbersome, which could in turn adversely affect our business. The development plans and development control regulations of the various cities in which we operate are subject to change which may affect our business. Any changes and related uncertainties with respect to the implementation of new regulations may have an adverse effect on our business, financial condition and results of operations, including delays in commissioning schedule of our projects.

16. Our projects may be adversely affected by public and political oppositions, conflicting local interests, elections and protests.

The construction and operations of our projects may face oppositions from the local communities where these projects are located and from special interest groups. In particular, the public, the forest authorities and other authorities may oppose our operations due to the perceived negative impact it may have on the environment, which may cause suspension or delay to our construction or operations until the disputes are resolved.

There may be negative publicity about us made by opposing interest groups in local media due to our construction activities. We may also be required by the local authorities or communities to provide jobs to the local labour market or provide other benefits. In addition, we may be adversely affected by political events such as protests and general strikes in the states where we operate, especially when such events take place on or close to our construction sites. Local and national elections often strain government and community resources and governments' decisions in respect of accepting new bids or awarding new construction contracts may be delayed when substantial resources are dedicated to meeting voters' needs. During these elections, we may not have enough manpower to conduct our business normally and may further experience other difficulties such as heavy traffic, blocked roads and delivery delays. Voters or protesters may occupy our land, conduct various activities on or close to our construction sites to express their views and disrupt our operations. Such events may also disrupt the normal contract awarding or decision making processes and cause us to lose business or incurrence of significant costs. In these events, our business, financial condition and results of operations may be materially and adversely affected.

17. Market conditions may affect our ability to complete our BOT and PPP projects at expected profit margin, which could adversely affect our results of operations and financial condition.

There is a significant lag between the time we acquire development rights to land for BOT and PPP projects and the time that we develop and operate our projects. Our BOT and PPP project require substantial capital infusion at periodic intervals before their completion and it may take months or even years before positive cash flows can be generated, if at all from such projects. The development, implementation and operation of infrastructure projects involves various risks, including, among others, land acquisition risks, regulatory risks, construction risks, time delays in completion of projects, escalations in estimated project cost, financing risks, raw material risks, commodities price risks and the risk that these projects may ultimately prove to be unprofitable. We will be affected if the market conditions deteriorate, if we construct inventories at higher prices due to increases in sub-contracting costs, shortages of, and price increases in, energy, materials, skilled and unskilled labour, and inflation in key supply markets fuel costs, environmental risk, including rehabilitation and resettlement costs or other inputs or if the value of constructed inventories subsequently decline. We may not be able to obtain adequate working capital or other financing to complete construction of and to commence operations of our or their projects. The risk of developing BOT and PPP projects can be substantial as the market value of inventories can change significantly as a result of changing economic and market conditions. Since development investments are relatively illiquid, our ability to mitigate the risk of any market fluctuations is limited. Any failure in the development, financing, implementation or operation of any BOT or PPP project by us or a company in which we invest is likely to materially and adversely affect our business and results of operations.

18. The success of our business is dependent on our ability to anticipate and respond to client requirements, both in terms of the type and location of our projects.

The growth of the Indian economy has led to changes in the way businesses operate in India, while population growth and urbanization continue to drive demand for better infrastructure. The Government has sought to address the demand for basic infrastructure by increase the numbers of project in both railway and highways sectors. To meet the large number of projects coming up, we continue to strengthen our EPC and DBFOT project capability. Nevertheless, pursuing EPC and DBFOT projects does not assure the success of our business. As clients continue to seek better quality and economic solutions, we are required to focus on the development of better project handling processes and methodologies in the industry. If we are unable to provide clients with their preference or we fail to anticipate and respond to client needs accordingly, it will have an adverse effect on our business, results of operations and financial condition.

19. Our partners and joint ventures may not co-operate with our directives which may adversely impact our operation of business.

We operate some of our businesses through joint ventures. Some of our joint venture partners have a larger stake than we do and thus our joint venture partners are able to exercise greater control over such companies, and in some cases, unanimity of the board is required for major decisions relating to the business operations of some of our joint ventures.

To the extent there are disagreements between us and our various joint venture partners regarding the business and operations of the joint ventures, we cannot assure you that we will be able to resolve them in a manner that will be in our best interests. In addition, our partners may:

- be unable or unwilling to fulfill their obligations, whether of a financial nature or otherwise;
- have economic or business interests or goals that are inconsistent with ours;
- take actions contrary to our instructions or requests or contrary to our policies and objectives;
- take actions that are not acceptable to regulatory authorities;

- have financial difficulties; and/or
- have disputes with us.

Any of the foregoing could have a material adverse effect on our business, prospects, financial condition and results of operations.

20. Our Company may not be in compliance with certain provisions of the SEBI Listing Regulations and/or Companies Act, as applicable in relation to terms of reference of the Audit Committee and the Nomination and Remuneration Committee on account of our Company being a CPSE which is governed by the rules, regulations and guidelines issued for such entities by the Government of India from time to time.

Our Company may not be in compliance with certain provisions of the SEBI Listing Regulations and/or Companies Act, as applicable in relation to terms of reference of the Audit Committee and the Nomination and Remuneration Committee on account of our Company being a CPSE which is governed by the rules, regulations and guidelines issued for such entities by the Government of India from time to time.

Pursuant to Regulation 18(3) read with Paragraph A (2) of Part C of Schedule II of SEBI Listing Regulations, provisions relating to recommendation for appointment, remuneration and terms of appointment of auditors of a listed entity, is required to be included in the terms of reference of audit committee. In accordance with Section 139(5) of the Companies Act, 2013, the Comptroller and Auditor General of India is required to appoint our Statutory Auditors. Accordingly, provisions relating to appointment of our Statutory Auditors are not included in the terms of reference of our Audit Committee, as required under the SEBI Listing Regulations.

Further, pursuant to Regulation 19(4) read with Paragraph A of Part D of Schedule II of SEBI Listing Regulations, provisions relating to (i) identification of persons who are qualified to become directors, (ii) recommending appointment and removal of directors, (iii) recommending extension of the term of independent directors, (iv) formulation of criteria for evaluation of performance of the directors, (v) devising policy on diversity of the board of directors, (vi) formulation of the criteria for determining qualifications, positive attributes and independence of a director, are required to be included in the terms of reference of nomination and remuneration committee. In our case, the power to appoint Directors on our Board is vested with the President of India acting through the MoR and as a result, we do not have the power to appoint Directors on our Board. Accordingly, the aforementioned matters are not included in the terms of reference of our Audit Committee and Nomination and Remuneration Committee, respectively.

In relation to the above non-compliances, our Company has filed an exemption letter with SEBI on March 19, 2018 under Regulation 113(1)(c) of the SEBI ICDR Regulations and Regulation 102 of SEBI LODR Regulations seeking certain exemptions from the relevant provisions of the SEBI Listing Regulations and the SEBI ICDR Regulations.

In the absence of such exemptions by SEBI, there can be no assurance that an adverse remark will not be issued against us. Further, we may be subject to penalties for non-compliance with any of the aforementioned provisions of the SEBI Listing Regulations and SEBI ICDR Regulations which could have an adverse effect on our reputation, business operations, financial conditions and results of our operations. To this extent, we are not compliant with the SEBI Listing Regulations. For details, see "*Our Management – Corporate Governance*" on page 192.

21. Our Subsidiaries are currently not in compliance with the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and certain provisions of the Companies Act, 2013 which could lead to material adverse effect on our business, prospects, financial condition and results of operations.

Our Subsidiaries are currently not in compliance and have not been able to comply, on certain occasions in the past, with provisions of the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and certain provisions of the Companies Act, 2013. Presently our Subsidiaries are not in compliance with the DPE Guidelines on Corporate Governance for CPSE and the Companies Act, 2013 which mandates that one-third of the total members on the Board of our Subsidiaries must be such persons who are Independent Directors of our Company. The power to appoint certain directors, except part-time non-official (Independent Directors), on the board of our Subsidiaries vests with our Company. However, part-time non-official (Independent Directors) are appointed by the President of India acting through the Ministry of Railway in accordance with the DPE Guidelines on Corporate Governance for Central

Public Sector Enterprises. Our Company *vide* letters dated September 07, 2015 and June 10, 2016, had requested MoR to appoint the requisite independent directors on the board of our Subsidiaries. However, there has been no communications from MoR in this regard and as of the date of this Draft Red Herring Prospectus, we are not in compliance of the above stated mandate. Given that appointment of directors on the board of our Subsidiaries are determined by the President of India, acting through the Ministry of Railway, we do not have the power to appoint such directors on the board of our Subsidiaries. As a result of this, we cannot provide any assurance that such non-compliance will be rectified in a timely manner, or that suitable and timely replacements will be appointed by the President of India acting through the Ministry of Railway, which may expose our Subsidiaries to certain penalties prescribed under applicable laws.

22. As of December 31, 2017, contingent liabilities appearing in our consolidated financial statements aggregated to ₹8502.00 million. Should these contingent liabilities materialise, our financial condition and results of operations will be materially and adversely affected.

Clients of infrastructure and construction companies usually demand performance guarantees as a safety net against potential defaults by the company. Additionally, we are usually required to have letters of credit issued by lenders in favour of our suppliers and other vendors. As a result we often carry substantial contingent liabilities for the project we undertake. While till date, none of our clients have invoked any of our guarantees or letters of credit as a result of a default by us, we cannot be assured that this will be the case in future.

The following are the contingent liabilities as of December 31, 2017:

(₹ in million)

	Particulars	Amount as of December 31, 2017
(a)	Claims against the Company (To the extent not acknowledge as debt)	
	Claims	3,820.40 (Net of Provisions of ₹ 594.20 million)
ii	Direct Tax	1,147.60
iii	Indirect Tax	3,220.20
(b)	Guarantees (excluding financial guarantee)	
	In respect of joint ventures	
i	Sales Tax	42.50
ii	Service Tax	10.10
iii	Bank Guarantee	14.00
iv	Income Tax	9.60
v	Recovery claim	0.20
vi	Bank Guarantee (for Ircon-Afcon JV)	140.70
(c)	Other	
i	Liquidated damages	96.70

If we are unable to pay or otherwise default on our obligations, our lenders may be required pursuant to the relevant letters of credit or guarantees to cover the full or remaining balance of our obligations. In the event that any of these contingent liabilities materialise, our cash flows, financial conditions and results of operations may be adversely affected. For further details, see the section entitled "*Financial Statements*" on page 230.

23. Some of our Group Companies has incurred losses during recent fiscal periods.

Some of our Group Companies have incurred losses in the recent fiscals, as set forth below:

(₹ in million)

Name of the Group Companies	FY 2017	FY 2016	FY 2015
Chhattisgarh East Railway Limited	(1.48)	(0.80)	(0.40)
Chhattisgarh East – West Railway Limited	(0.75)	(0.59)	(0.40)
Mahanadi Coal Railway	(0.05)	(0.02)	-*

Limited			
Jharkhand Central Railway Limited	(5.80)	(0.58)	-*
Bastar Railway Private Limited	(0.91)	-	-#
Indian Railway Stations Development Corporation Limited	(45.39)	11.45	19.77

**Incorporated on August 31, 2015*
 # Incorporated on May 05, 2016

There can be no assurance that these Group Companies will not incur losses in any future periods, or that there will not be an adverse effect on our reputation or business as a result of such losses. Additionally, such losses incurred by our Group Entities may be perceived adversely by external parties such as customers, bankers, and suppliers, which may affect our reputation.

24. We have had negative cash flows from our investing, operating and financing activities in the past and may continue to have negative cash flows in the future.

We had negative cash flows from our operating, investing and financing activities and net cash and cash equivalent as set out below:

(₹ in million)

Particulars	For the year ended March 31				
	2017	2016	2015	2014	2013
Net cash flows generated from/ (used in) operating activities	9180.95	14414.29	7585.48	(1599.36)	5594.82
Net cash flows generated from / (used in) investing activities	(17946.38)	(610.76)	(8020.67)	219.54	665.73
Net cash flows generated from / (used in) financing activities	(2219.31)	(2193.19)	(1899.73)	(2331.55)	(1322.93)

We cannot assure you that our net cash flow will be positive in the future For further details, see "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 230 and 663 respectively.

25. We have entered into, and may in the future enter into, related party transactions. There is no assurance that our future related party transactions would be on terms favourable to us when compared to similar transactions with unrelated or third parties.

We have entered into or may enter into transactions with related parties and may continue to do so in the future. There can be no assurance that we could not have achieved more favourable terms if such transactions had not been entered into with related parties or that we will be able to maintain existing terms, in cases where the terms are more favourable than if the transaction had been conducted on an arms-length basis. For example, our Company has granted loans to some of our Subsidiaries and Group Companies. For more information on related party transactions, see "*Financial Statements – Restated Standalone Financial Statements - Related Party Disclosures – Note 40*" for FY 2015, 2016, 2017 and nine months period ended December 31, 2017 and "*Financial Statements – Restated Standalone Financial Statements - Related Party Disclosures – Note 36*" for FY 2013 and 2014. Such transactions or any future transactions with our related parties could potentially involve conflicts of interest. There can be no assurance that such transactions, individually or in the aggregate, will not have an adverse effect on our business, cash flows, prospects, financial condition and results of operations.

26. Obsolescence, destruction, theft, breakdowns of our construction equipment, vehicles and other construction machinery or failure to repair or maintain the same may adversely affect our business, cash flows, financial condition and results of operations.

We own a large fleet of construction equipment, vehicles and other construction machinery used in our operations. As of January 31, 2018, we had a fleet of 666 construction equipment, vehicles and other construction machinery. To maintain our capability to undertake large and complex projects, we seek to purchase construction equipment and other construction machinery installed with latest technologies and knowhow and keep them readily available for our construction activities through careful and comprehensive repairs and maintenance. However, we cannot assure you that we will be immune from the associated operational risks such as the obsolescence of our construction equipment or machinery, destruction, theft or major equipment breakdowns or failures to repair our major equipment or machinery, which may result in unavailability of equipment, project delays, cost overruns and even defaults under our construction contracts. The latest technologies used in newer models of construction equipment may improve productivity significantly and render our older equipment obsolete. During the period between Fiscal Year 2015 and Fiscal Year 2017, no construction equipment was stolen, and one construction equipment was destroyed due to accidents. The related damages were covered by insurance.

Obsolescence, destruction, theft or breakdowns of our major plants or equipment may significantly increase our equipment purchase cost and the depreciation of our plants and equipment, as well as change the way our management estimates the useful life of our equipment and machinery. In such cases, we may not be able to acquire new equipment or machinery or repair the damaged equipment or machinery in time or at all, particularly where our equipment or machinery are not readily available from the market or require services from original equipment manufacturers. Some of our major equipment or machinery may be costly to replace or repair. We may experience significant price increases due to supply shortages, inflation, transportation difficulties or unavailability of bulk discounts. Such obsolescence, destruction, theft, breakdowns, repair or maintenance failures or price increases may not be adequately covered by the insurance policies availed by us and may have an adverse effect on our business, cash flows, financial condition and results of operations.

27. ***There are certain legal proceedings pending against us and some of our Subsidiaries, which, if determined against us or them, may have a material adverse impact on our business, our financial condition, our reputation and results of operations.***

There are certain legal proceedings pending against us and Subsidiaries which are pending at different levels of adjudication before various courts, tribunals, enquiry officers, appellate tribunals and other adjudicatory authorities. The amounts claimed in these proceedings have been disclosed to the extent ascertainable and quantifiable. The following table sets out the nature and number of outstanding material litigation, as decided by our Board along with the amount involved, to the extent ascertainable and quantifiable:

Litigations against our Company

Nature of the cases	No. of cases outstanding	Amount involved (to the extent quantifiable) (₹ in million)
Criminal Cases	1	Not quantifiable
<u>Civil Cases:</u>		
Suits and Petitions	2	1,358.98
Arbitration Cases	9	5992.31
Material Conciliation	4	9,507.04
Direct Tax Matters	15	2,996.27
Indirect Tax Matters	63	1,571.20

Litigations by our Company

Nature of the cases	No. of cases outstanding	Amount involved (to the extent quantifiable) (₹ in million)
Criminal Cases	1	4.63
<u>Civil Cases:</u>		
Arbitration Cases	5	9,124.07
Material Conciliation	2	6892.09

Direct Tax Matters	16	5,134.94

Litigations against our Subsidiaries

Nature of the cases	No. of cases outstanding	Amount involved (to the extent quantifiable) (₹ in million)
Criminal Cases	NIL	NIL
Civil Cases	7	24.37
Direct Tax Matters	4	Not quantifiable

Litigations by our Subsidiaries

Nature of the cases	No. of cases outstanding	Amount involved (to the extent quantifiable) (₹ in million)
Criminal Cases	3	8.3
Civil Cases	NIL	NIL
Direct Tax Matters	2	152.74

Litigations against our Group Companies

Nature of the cases	No. of cases outstanding	Amount involved (₹ in million)
Criminal Cases	NIL	NIL
Civil Cases	3	Not quantifiable
Direct Tax Matters	NIL	NIL

Litigations by our Group Companies

Nature of the cases	No. of cases outstanding	Amount involved (₹ in million)
Criminal Cases	NIL	NIL
Civil Cases	NIL	NIL
Direct Tax Matters	2	2953.40

For further details, please refer to the section titled "*Outstanding Litigation and Other Material Developments*" on page 692.

We cannot provide any assurance that these legal proceedings will be decided in our favour. Any adverse decision may have a significant effect on our business including our financial condition, delay in the implementation of our current or future projects and results of operations. If we are unable to neutralize the impact of these proceedings effectively or efficiently, we may suffer damage to our reputation and relationships with our clients, lenders, suppliers and communities and experience significant project delays or cost overruns. Our business, prospects, financial condition and results of operations could be materially and adversely affected as a result.

28. A downgrade of our credit ratings may increase our cost of borrowing and make our ability to raise new funds in the future more difficult.

Credit Analysis & Research Limited (CARE) has given us the following ratings:

(i) Care AAA' rating for long-term non-fund based credit facilities; and
(ii) 'A1+' rating for for short term non-fund based credit facilities in 2017.

A downgrade of our credit ratings may increase our cost of borrowing and make our ability to raise new funds in the future more difficult. We cannot assure you that any downgrading of our credit ratings will not take place in the future. Any downgrading of our credit ratings could impair our ability to raise new funds, thereby adversely affecting the perception of our financial stability, our reputation and our business.

29. We face significant competition and if we fail to compete effectively, our business, prospects, financial condition and results of operations will be adversely affected.

We operate in a competitive environment and compete against various domestic and foreign engineering, construction and infrastructure companies. Our industry has been frequently subjected to intense price competition for the acquisition and bidding of projects. Our contracts are awarded following competitive bidding processes and satisfaction of other prescribed pre-qualification criteria. Our competition varies depending on the size, nature, complexity of the project and on the geographical region in which the project is to be executed. For further details, please see the section entitled "*Our Business - Competition*" on page 153.

We strive to leverage our financial resources as well as industry expertise, to increase our competitive edge. While service quality, technological capacity and performance, health and safety records and personnel, as well as reputation and experience, are important considerations in clients' decisions, competitive price is a major factor. The competitive nature of this process may require us and other prospective bidders to submit low bids to win the award of the contract to maintain market share. In particular, a large part of our revenue is attributable to government contracts. We may thus be compelled to bid for new projects more aggressively than we expected and may accept terms and conditions that are not in our favour in order to continue receiving works from the government. If we fail to win new projects, we may not be able to increase, or maintain, our volume of business or revenues. Failure to compete effectively against our current or future competitors may have a material and adverse effect on our business, financial condition and results of operations.

Some of our competitors may be larger than us, may have stronger financial resources, may have more experienced management team, or may have stronger engineering capabilities in executing technically complex projects. They may also benefit from greater economies of scale and operating efficiencies and may have greater experience in infrastructure development business. Further, the nature of the bidding process may cause us and our competitors to accept lower margins in order to be awarded the contract. We may also decide not to participate in some projects as accepting such lower margins may not be financially viable. This may adversely affect our competitiveness to bid for and win future contracts. We cannot assure you that we can continue to compete effectively with our competitors in the future, and failure to compete effectively against our current or future competitors may have an adverse effect on our business, results of operations and financial condition.

30. Our Group Companies are engaged in businesses / industries in which our Company operates and are in a similar, same line of business or could offer services that are related to the business of our Company. This may be a potential source of conflict of interest for us and which may have an adverse effect on our operations.

Our Group Companies, namely Ircon – Soma Tollway Private Limited, Indian Railway Stations Development Corporation Limited, Chhattisgarh East Railway Limited, Chhattisgarh East – West Railway Limited, Mahanadi Coal Railway Limited, Jharkhand Central Railway Limited, and Bastar Railway Private Limited are engaged in similar, same line of businesses and offer services that are similar to that of our Company. This may be a potential source of conflict of interest for our Company and may have an adverse effect on our operations. Further there is no assurance that a conflict of interest may not occur between our business and the business of our Group Companies in the future, or that we will be able to suitably resolve such a conflict without an adverse effect on our business or operations.

31. Failure to successfully implement our business strategies may materially and adversely affect our business, prospects, financial condition and results of operations.

We aim to implement our business strategies to ensure future business growth, which may subject to various risks and uncertainties, including but not limited to the following:

- failure to maintain our competitive edge due to cost overruns or failure to execute our construction projects in a timely manner or according to quality specifications;
- intensified competition, delayed payments or non-payments by our clients and associated litigation or arbitration proceedings and inability to enforce escalation clauses in our construction contracts. For further details, please see the section entitled "*Outstanding Litigation and Other Material Developments*" on page 692;
- failure to implement our bidding strategy or geographically cluster our projects;
- inability to make an efficient use of or improve our execution system and procurement system;
- lack of ability to properly manage financing resources and unavailability of funds at affordable costs or maintain financial discipline;

- adverse changes in applicable laws, regulations or policies or political or business environments;
- inability to diversify across states or into different business segments;
- failure to correctly identify market trends relating to the demand for our services, inability to carry out our strategy of bidding for new construction projects or optimize our project portfolio; and
- increases in costs of raw materials, fuel, labour and equipment and adverse movements in interest rates and foreign exchange rates.

Implementation of our strategies may be subject to a number of risks and uncertainties including the ones mentioned above, some of which are beyond our control. There can be no assurance that we will be able to execute our growth strategy on time and within the estimated costs, or that we will meet the expectations of our clients. In order to manage growth effectively, we must implement and improve operational systems, procedures and controls on a timely basis, which, as we grow and diversify, we may not be able to implement, manage or execute efficiently and in a timely manner or at all, which could result in delays, increased costs and diminished quality and may adversely affect our results of operations and our reputation. Any failure or delay in the implementation of any of our strategies may have a material adverse effect on our business, prospects, financial condition and results of operations.

For example, as part of our growth strategy, we have diversified and intend to continue to diversify our portfolio of projects and services. We also have plans to bid for Indian Railways projects on EPC and DBFOT basis. Due to the limits of our relative experience in undertaking certain types of projects or offering certain services, our entry into new business segments or new geographical areas may not be successful, which could hamper our growth and damage our reputation. We may be unable to compete effectively for projects in these segments or areas or execute the awarded projects efficiently. Further, our new business or projects may turn out to be mutually disruptive and may cause an interruption to our existing business as a result. In the event, we are unable to implement such strategies in a timely manner or at all or any inefficient implementation may have an adverse effect on our business operations and financial condition.

32. We are dependent on a number of our key management personnel and other senior management, and the loss of or our inability to retain such persons could adversely affect our cash flows, business, results of operations and financial condition

Our performance depends largely on the efforts and abilities of our key management personnel and other senior management, including our incumbent officers. The inputs and experience of our key managerial personnel and other senior management are valuable for the development of our business and the operations and the strategic directions taken by us. For details in relation to the experience of our key management personnel, see "*Our Management*" on page 192. We cannot assure you that we will be able to retain these employees or find adequate replacements in timely manner, or at all, should these employees chose to discontinue their employment with us. We may require a long period of time to hire and train replacement personnel when skilled personnel terminate their employment with us. We believe that competition for qualified personnel with relevant expertise in India is intense due to scarcity of qualified individuals in the industry of our operations. The loss of any of the members of our key managerial personnel may materially and adversely impact our business, results of operations and financial condition.

33. If we are unable to attract, recruit and retain skilled personnel, our business and results of operations could be adversely impacted

Our business is dependent on our ability to attract, recruit and retain talented and skilled personnel. Our ability to execute projects depends largely on our ability to attract, train, motivate and retain highly skilled engineers and transportation professionals, particularly as project managers and in other mid-level positions. We face a continuous challenge to recruit and retain a sufficient number of suitably skilled personnel, as we continue to grow. In the last year, wages for our skilled personnel have increased by an average of 11%. The level of competition for skilled personnel has led to a high attrition rate in our industry which has affected us to some extent. Our attrition rate for Fiscal Year 2017 was 4.52%. We may need to further increase the salaries we pay to attract and retain such personnel, which may affect our profit margins. However, there can be no assurance that increased salaries will result in a lower rate of attrition. Our future performance will depend upon the continued services of our skilled personnel. If we are unable to manage the attrition levels in different employee categories, it could materially and adversely impact our business, results of operations and financial condition.

34. Work stoppages, shortage of labour and other labour problems could adversely affect our business, and our

operations are dependent on a large pool of contract labour and an inability to access adequate contract labour at reasonable costs at our project sites across India may adversely affect our business prospects and results of operations.

We operate in a labour-intensive industry and hire contract employees in certain projects. As of January 31, 2018, we had 1175 permanent employees on our payroll and 274 contract employees. There can be no assurance that we will not experience disruptions to our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands, which may adversely affect our business. In addition, we enter into contracts with independent contractors to complete specified assignments and these contractors are required to source the labour necessary to complete such assignments. If we are unable to negotiate with the labour contractors or if there is any shortage or disruption in the availability of labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. We also require adequate supply of labour for the timely execution of our projects. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.

Furthermore, under the Contract Labour (Regulation and Abolition) Act, 1970 ("**CLRA**"), we may be required to absorb a portion of such contract labour as permanent employees. Any order from a regulatory body or court requiring us to absorb such contract labour may have an adverse effect on our business, financial condition and results of operations. We cannot assure you that our employees will not unionize, or attempt to unionize in the future. Further, there can be no assurance that we will have adequate access to skilled workmen at reasonable rates and in the areas in which we execute our projects. As a result, we may be required to incur additional costs to ensure timely execution of our projects. This may in turn affect our results of operations.

35. Fraud or misconduct by our employees could adversely affect our reputation, business, results of operations and financial condition.

Although there has been no significant incidence of fraud or similar misconduct in the past, our business is susceptible to acts of fraud committed by our employees. Fraudulent and unauthorised conduct by our employees may also include binding us to transactions that exceed authorised limits or present unacceptable risks or concealing unauthorised or unlawful activities from us. Employee's misconduct could also involve the improper use or disclosure of confidential information, which could result in regulatory sanctions and serious reputational or financial harm. It is not always possible to deter fraud or misconduct by employees and the precautions we take and the systems we have put in place to prevent and deter such activities may not be effective in all cases. Any instances of such fraud or misconduct could adversely affect our reputation, business, results of operations and financial condition.

36. Our insurance coverage may not adequately protect us against all our losses or liabilities.

We have insured a majority of the risks associated with our business, such as equipment failure, work accidents, fire. In addition, we have obtained separate insurance coverage such as directors and officers liability insurance, fidelity guarantee, money insurance, machinery breakdown, standard fire and special perils insurance, personnel related risks, motor vehicles and loss of movable assets risks. Under some of our contracts, we are required to obtain insurance for the project undertaken by us. While we believe that the insurance coverage we maintain would reasonably be adequate to cover all normal risks associated with the operation of our business, there can be no assurance that any claim under the insurance policies maintained by us will be honoured fully, in part or on time, nor that we have taken out sufficient insurance to cover all material losses. Separately, we are also subject to the risk that our clients may not have obtained adequate insurance, or that there may be a delay in receipt of any damages or indemnity that may be due to us. To the extent that we suffer loss or damage resulting from not obtaining or maintaining insurance or exceeding our or our clients' insurance coverage, the loss would have to borne by us and it could have a material adverse effect on our results of operations and financial condition.

We are involved in large projects where design, construction or systems failures can result in substantial injury or damage to third parties. We could face significant claims for damages in respect of, among other things:

- defects in the quality of our or our subcontractors' design, construction, engineering or planning;
- latent defects in the structures we built;

- commercial and environmental damage relating to or arising from our projects;
- damage caused by our vendors' products; or
- our failure to manage projects.

We generally seek full protection through contractual limitations of liability, indemnities and insurance. Although we maintain insurance in respect of our projects in accordance with industry standards, there can be no assurance that such measures will be sufficient to cover liabilities resulting from claims. Any liability in excess of our insurance payments, reserves or backup guarantees could result in additional costs, which would reduce our profits. Any product liability claims against us could generate adverse publicity, leading to a loss of reputation, clients and/or increase our costs, thereby materially and adversely affecting our business, results of operations and financial condition. These claims, liabilities, costs and expenses, if not fully covered and/or properly managed, could have a material adverse effect on our business, prospects, financial condition and results of operations.

If not otherwise required by the terms of the relevant contracts, we may choose not to insure projects depending upon its assessment of the risk profile for the relevant project. If a project is considered safe by us and is subsequently not insured, any unforeseen or unprecedented act or event resulting in a loss will affect our financial condition and results of operations. If we are subject to litigation or claims or our operations are interrupted for a sustained period, there can be no assurance that our insurance policies will be adequate to cover the losses that may be incurred as a result of such interruption. To the extent that uninsured, unforeseen or unprecedented risks materialise, we would be materially and adversely affected.

37. Our business may be affected by severe weather conditions and other natural disasters as well as physical hazards and similar risks, which in turn negatively impact our business, our financial condition and results of operations.

Our business activities may be materially and adversely affected by severe weather conditions, which may force us to evacuate personnel or curtail services, replace damaged equipment and facilities or suspend our operations or postpone delivery of materials to our worksites. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. High temperatures during summer months and the monsoon season could limit our ability to carry on construction activities or to fully utilize our resources. Our business activities may also be adversely affected by other natural disasters, including earthquakes, floods, and landslides, which may cause significant interruptions of our operations and damages to our properties and working environment which may not be adequately covered by the insurance policies availed by us. During periods of curtailed activity due to severe weather conditions or natural disasters, we may continue to incur operating expenses but our revenues from operations may be delayed or reduced.

While construction companies, including us, conduct various scientific and site studies during the course of bidding for projects, there are always unanticipated or unforeseen risks that may come up due to adverse conditions, including geological conditions when operating in difficult terrains and regions in India and abroad, machinery dysfunction and other reasons. Our operations are subject to hazards inherent in providing engineering and construction services, such as risk of equipment failure, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage.

Although we may have taken insurance coverage to reduce the damage or losses from abovementioned circumstances, we cannot assure you that we will not bear any liability as a result of these hazards. There can also be no assurance that the contractors and sub-contractors hired by us for various activities have sufficient insurance coverage to cover all material mishaps which may arise while carrying on activities on our behalf. Our policy of covering these risks through contractual limitations of liability, indemnities and insurance may not always be effective. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

38. Our business could be adversely affected if we fail to keep pace with technological developments in the construction industry.

Although we attempt to keep pace with the latest international technology standards, the technology requirements for business in the civil construction and infrastructure sector are subject to constant change and development. To meet our clients' needs, we must continuously update our existing systems and develop new technologies for our construction projects. Rapid and frequent technological and market demand changes can still render existing technologies and equipment obsolete and result in requirements for additional and substantial capital expenditures and/or significant write downs of our assets. The cost of upgrading or implementing new technologies, upgrading our existing equipment or expanding capacity could be significant. If we fail to anticipate or respond adequately to our clients' changing requirements or keep pace with the latest technological developments, our business, prospects, financial condition and results of operations may be materially and adversely affected.

39. Our inability to obtain, renew or maintain the statutory and regulatory permits and approvals required to operate our business could have a material adverse effect on our business.

We require certain approvals, licenses, registrations and permissions for operating our business, some of which may have expired and for which we may have either made or are in the process of making an application for obtaining the approval or its renewal. Additionally, we may need to apply for more approvals in the future and we cannot assure you that we will make these applications and filings on time in the future. There can be no assurance that the relevant authorities will issue such permits or approvals in the time frame anticipated by us or at all. Failure by us to renew, maintain or obtain the required permits or approvals at the requisite time may result in the interruption of our operations and may have a material adverse effect on our business, results of operations and financial condition.

Furthermore, our regulatory permits and approvals are subject to numerous conditions, some of which are onerous and require us to make substantial expenditure. If we fail to comply, or a regulator claims we have not complied with these conditions, our business, financial condition and results of operations would be materially adversely affected. Further, we cannot assure that the approvals, licenses, registrations and permits issued to us would not be suspended or revoked in the event of non-compliance or alleged non-compliance with any terms or conditions thereof, or pursuant to any regulatory action. Any failure to renew the approvals that have expired or apply for and obtain the required approvals, licenses, registrations or permits, or any suspension or revocation of any of the approvals, licenses, registrations or permits that have been or may be issued to us, may impede our operations. For details, please refer to the section entitled "*Government and Other Approvals*" on page 705.

40. Our corporate logo is not registered.

We use the corporate logo, "IRCON", , and its associated logos for carrying out our business activities. Some of our Subsidiaries and Group Companies also use our brand name and logo for carrying out their respective business activities. Since we do not have a registered trademark for our corporate logo, we do not enjoy the statutory protections accorded to a registered trademark holder and cannot prohibit the unauthorised use of our logo by third parties. There can be no assurance, however, that the registration of this trademark, if applied, will be granted by the relevant authorities.

Loss of the right to use the "IRCON", , and the associated logo and the artistic work/copyright would have a material adverse effect on our reputation, goodwill, business, prospects and results of operations.

41. Some of the office premises from where we operate are not owned by us and have been taken by us on leave and license/ lease basis.

Some of our office premises are not owned by us and have been taken on leave and license / leasehold basis from third parties. We cannot assure you that once the leave and license / lease period is over, we will be able to renew the leave and license / lease at favourable terms or at all. For details, please refer to "*Business – Property*" on page 153. Upon expiration or termination of the leave and license / lease, in case we are unable to renew the lease, we cannot assure you that we will be able to find a similar office premise on leave and license /leasehold basis in and around the same location at commercially favourable terms and in a timely manner or at all. This may lead to disruption of our business operations and adversely impact our business, financial conditions and results of operations.

42. We may not maintain historical dividends in the future.

While we have paid dividends in the past, there can be no assurance as to whether we will pay dividends in the future and, if so, the level of such future dividends. Our declaration, payment and amount of any future dividends will depend upon, among other factors, our earnings, financial position, cash flows, working capital requirements, contractual obligations and availability of profits, as well as the provisions of relevant laws in India from time to time. In accordance with the CPSE Capital Restructuring Guidelines, we are required to pay a minimal annual dividend of 30% of our profit after tax or 5% of our net worth, whichever is higher, unless an exemption is provided in accordance with this guideline.

Additionally, our ability to pay dividends is and may be subject to restrictive covenants contained in the financing related agreements we have entered into and will enter into in the future. There can be no assurance that our Board will decide to declare dividends in the foreseeable future or if we will be able to pay dividends in the future. For further details relating to our dividend policy which is governed by CPSE Capital Restructuring Guidelines, please see the section entitled "*Our Dividend Policy*" on page 229.

43. Our infrastructure development projects, including BOT projects, enjoy certain benefits under Section 80IA of the Income Tax Act, 1961 and any change in these tax benefits applicable to us may adversely affect our results of operations.

Presently, infrastructure development projects, including BOT projects, enjoy certain benefits under Section 80IA of the Income Tax Act, 1961. As a result of these incentives, most of BOT project companies are subject to relatively low tax liabilities. The income tax exemptions for various BOT projects expire at various points of time. There is no assurance that the BOT projects will continue to enjoy the tax benefits under Section 80IA of the Income Tax Act, 1961 in future. When the tax incentives expire or terminate or in the event that the relevant authority rejects our entitlement under the Income Tax Act, 1961, our tax expense will materially increase and our profitability may decrease as a result. For further details, please see "*Statement of Tax Benefits*"on page 117.

For further information, see "*Management's Discussion and Analysis on Financial Condition and Results of Operations – Critical Accounting Policies – Principles of Consolidation*" and "*Financial Statements*" on pages 663 and 230, respectively. Consequently, any change in law or Indian Regulations which requires a change in our accounting policies, could have an adverse effect on our financial results.

44. Non-compliance with, and changes in, safety, health and environmental laws and regulations may adversely affect our business, financial condition and results of operations.

Most of our projects are subject to extensive Indian national and state environmental laws and regulations which govern the discharge, storage, handling and disposal of a variety of substances that may be used in or result from the operations of our businesses. These laws and regulations include the Environmental Protection Act 1986, the Air (Prevention and Control of Pollution) Act 1981, the Water (Prevention and Control of Pollution) Act, 1974 and other regulations promulgated by the Ministry of Environment and the Pollution Control Boards of the relevant states. We believe environmental regulation of industrial activities in India will become more stringent in the future. We may incur substantial costs in complying with environmental laws and regulations. We cannot assure you that compliance with such laws and regulations will not result in any delays in completion of construction work or a material increase in our costs, or otherwise have an adverse effect on our business, results of operations, financial condition and cash flows.

The scope and extent of any new environmental, health and safety regulations, including their effect on our operations and cash flows, cannot be predicted with certainty. The measures we implement in order to comply with these new laws and regulations may not be deemed sufficient by government entities and our compliance costs may significantly exceed our estimates. If we fail to meet environmental requirements, we may also be subject to administrative, civil and criminal proceedings by government entities, as well as civil proceedings by environmental groups and other individuals, which could result in substantial fines and penalties against us as well as revocation of approvals and permits and orders that could limit or halt our operations. Although we are presently not subject to such legal proceedings, we cannot assure you that we will never in the future be subject to such proceedings in the course of our business. There can be no assurance that we will not become involved in future litigation or other proceedings or be held responsible in any such future litigation or proceedings relating to safety, health and environmental matters in the future, which could divert management time and attention, and consume financial resources in defense or prosecution of such legal proceedings or cause delays in the construction, development or commencement of operations of our projects. No assurance can be given that we will be successful in all, or any, of such proceedings. Further, clean-up and remediation costs, as well as damages, other liabilities and related litigation, could adversely affect our business, financial condition and results of operations. For further details on environmental, health and safety regulations applicable to us, see section titled "*Regulations and Policies*" on page 173.

45. We are subject to risks arising from currency exchange rate fluctuations, which could adversely affect our business, financial condition and results of operations.

As a business strategy of ours, we have diversified our operations into new geographies such as Sri Lanka, Bangladesh, Malaysia, Ethiopia and Mozambique. Presently, we are working on projects in Algeria, Bangladesh and South Africa. For project located outside India, our payment will be denominated in foreign currencies and we have to bear the cost of adverse exchange rate movements as per the terms and conditions of such contracts. Accordingly, any fluctuation in the value of the Rupee against these currencies has and will affect the Rupee cost to us of servicing and repaying any obligations we may incur that expose us to exchange rate risk which may have an adverse effect on our results of operations and financial condition. For Fiscal Year 2017, 11.26% of our operating income can be categorized as income from overseas business.

We expect that a significant proportion of our revenues will continue to be generated in foreign currencies and that a significant portion of our expenses will continue to be denominated in Indian Rupees. The exchange rate between the Rupee and the US$ has changed substantially in recent years and may continue to fluctuate in the future. Consequently, our operating results have been and will continue to be impacted by fluctuations in the exchange rate between the Indian Rupee and the US$. A significant appreciation of the Rupee against the US$ and other foreign currencies has the effect of reducing the Rupee value of our foreign currency denominated revenues, thereby adversely affecting our results of operations.

46. Our Restated Financial Statements may not be comparable.

Our Restated Financial Statements included in this Draft Red Herring Prospectus for the Financial Years 2013 and 2014 have each been prepared in accordance with Indian GAAP and reporting guidelines prescribed by Indian regulatory authorities applicable as of the relevant applicable dates. Our financial statements included in this Draft Red Herring Prospectus for the Financial Years 2015, 2016, 2017 and for the nine month period ended December 31, 2017 have each been prepared in accordance with Ind AS and reporting guidelines prescribed by Indian regulatory authorities applicable as of the relevant applicable dates. As a result, our financial statements for the Financial Years 2013 and 2014 may not be comparable with our financial statements for the Financial Years 2015, 2016, 2017 and for the nine month period ended December 31, 2017.

47. We will not receive any proceeds from the offer for sale by the Selling Shareholders.

The Offer consists of an Offer for Sale by the Selling Shareholder. The entire proceeds of the Offer for Sale will be respectively transferred to the Selling Shareholder and our Company will not benefit from the proceeds of the Offer. For further details, see "*Objects of the Offer*" on page 113.

48. We will continue to be controlled by the Government of India following this Offer, and our other shareholders will be unable to affect the outcome of shareholder voting.

After the completion of this Offer, the Government of India will own 89.18% of our paid-up capital. Consequently, the Government of India, acting through the Ministry of Railway, will continue to control us and will have the power to appoint and remove our directors and therefore determine the outcome of most proposals for corporate action requiring approval of our Board or shareholders, such as proposed annual and other plans, revenue budgets, capital expenditures, dividend policy, transactions with other Government of India controlled companies or the assertion of claims against such companies and other public sector companies. In addition the Government of India significantly influences our operations through its various departments and policies through issues of sector budget and memorandums of understanding, given the importance of the railway to the economy, the Government of India could require us to take actions designed to serve the public interest in India and not necessarily to maximize our profits. Furthermore, we may be subject to additional regulatory or other scrutiny associated with commercial transactions with government owned or controlled entities and agencies, which may adversely affect our business and results of operations.

49. ***This Draft Red Herring Prospectus contains information from an industry report, which we have commissioned from CRISIL Research***

The information in this section and the sections entitled "*Summary of Industry*", "*Our Business*" and "*Industry Overview*" on pages 49, 153 and 119 respectively, includes information that is derived from the Industry Report. We commissioned this report for the purpose of confirming our understanding of the industry in connection with the Offer. Neither we, nor any of the BRLM nor their associates or affiliates or any other person connected with the Offer has verified the information in the Industry Report. CRISIL has advised that, while it has taken due care and caution in preparing the report based on information obtained from sources which it considers reliable, it does not guarantee the accuracy, adequacy or completeness of the Industry Report or the data therein and is not responsible for any errors or omissions or for the results obtained from the use of Industry Report or the data therein. The Industry Report highlights certain industry and market data relating to the Company and its competitors. Such data is subject to many assumptions. There are no standard data gathering methodologies in the industry in which we conduct our business, and methodologies and assumptions may vary widely among different industry sources. Further, such assumptions may change based on various factors. We cannot assure you that CRISIL's assumptions are correct or will not change. Accordingly our position in the market may differ from that presented in this Draft Red Herring Prospectus. Further, the Industry Report is not a recommendation to invest or disinvest in our Company or any company covered in the Industry Report. CRISIL has stated that it is not responsible for any loss or damage arising from the use of the Industry Report. You are advised not to unduly rely on the Industry Report when making your investment decision.

External Risk Factors

50. ***Recent global economic conditions have been unprecedented and challenging and continue to affect the Indian market, which may adversely affect our business, financial condition, results of operations and prospects.***

The Indian economy and its securities markets are influenced by economic developments and volatility in securities markets in other countries. Investors' reactions to developments in one country may have adverse effects on the market price of securities of companies located in other countries, including India. For instance, the economic downturn in the U.S. and several European countries during a part of Fiscal Year 2008 and Fiscal Year 2009 adversely affected market prices in the global securities markets, including India. Negative economic developments, such as rising fiscal or trade deficits, or a default on national debt, in other emerging market countries may also affect investor confidence and cause increased volatility in Indian securities markets and indirectly affect the Indian economy in general.

There have been periods of slowdown in the economic growth of India. India's economic growth is affected by various factors including domestic consumption and savings, balance of trade movements, namely export demand and movements in key imports (oil and oil products), global economic uncertainty and liquidity crisis, volatility in exchange currency rates and annual rainfall, which affects agricultural production. Any continued or future slowdown in the Indian economy or a further increase in inflation could have a material adverse effect on the price of our raw materials and demand for our products and, as a result, on our business and financial results.

A loss of investor confidence in the financial systems of other emerging markets may cause increased volatility in Indian financial markets and the Indian economy in general. Any worldwide financial instability could also have a negative impact on the Indian economy, including the movement of exchange rates and interest rates in India. In June 2016, a majority of voters in the United Kingdom elected to withdraw from the European Union in a national referendum. The referendum was advisory, and the terms of any withdrawal are subject to a negotiation period that could last at least two years after the government of the United Kingdom formally initiates a withdrawal process. Nevertheless, the referendum has created significant uncertainty about the future relationship between the United Kingdom and the European Union, including with respect to the laws and regulations that will apply as the United Kingdom determines which European Union laws to replace or replicate in the event of a withdrawal. The referendum has also given rise to calls for the governments of other European Union member states to consider withdrawal. These events, or the perception that any of them could occur, have had and may continue to have a material adverse effect on global economic conditions and the stability of global financial markets, may significantly reduce global market liquidity, and restrict the ability of key market participants to operate in certain financial markets. Any of these factors could depress economic activity and restrict our access to capital, which could have a material adverse effect on our business, financial condition and results of operations and reduce the price of our equity shares. Any financial disruption could have an adverse effect on our business, future financial performance, shareholders' equity and the price of our Equity Shares.

51. ***Our ability to raise foreign capital, if required in future, may be constrained by Indian law. The limitation on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.***

As an Indian company, we are subject to exchange controls that regulate borrowing in foreign currency, which could constrain our ability to obtain financing on competitive terms when bidding and/or implementing projects in foreign countries. In addition, we cannot assure you that the required approvals will be granted to us without onerous conditions. The limitations on foreign debt may have an adverse effect on our business growth, financial condition and results of operations.

52. ***Terrorist attacks and other acts of violence or war involving India or other countries could adversely affect the financial markets, result in loss of client confidence, and adversely affect our business, financial condition and results of operations.***

Any major hostilities involving India or other countries or any act of violence, including civil unrest or similar events that are beyond our control, could have a material adverse effect on India's economy and our business. Incidents of terrorist attacks and such other incidents and acts of violence adversely affect the stock markets in general. Such acts could negatively impact business sentiment, market condition as well as trade between countries, which in turn could materially and adversely impact our profitability and operation.

In addition, India and other countries may also enter into armed conflict with other countries or continue pre-existing hostilities. For example, South Asia has, from time to time, experienced instances of civil unrest and hostilities among neighbouring countries. Military activity or terrorist attacks could disrupt communication and travel. These events could also led to a perception that investments in India carries a higher risk, which, can in turn negatively impact potential investors' confidence in India and have a material adverse effect on the market for securities of Indian companies, including the Equity Shares.

53. ***Changing laws, rules and regulations and legal uncertainties, including adverse application of corporate and tax laws, may adversely affect our business, results of operations and prospects.***

The regulatory and policy environment in which we operate are evolving and subject to change. Such changes may adversely affect our business, results of operations and prospects, to the extent that we are unable to suitably respond to and comply with any such changes in applicable law and policy.

In addition, unfavourable changes in existing, or the promulgation of new laws, rules and regulations including foreign investment laws governing our business, operations and group structure could result in us being deemed to be in contravention of such laws and/or may require us to apply for additional approvals. We may incur increased costs and other burdens in order to comply with such new requirements, which may also require significant management time and other resources, and any failure to comply may adversely affect our business, results of operations and prospects. Uncertainty in applicability or implementation of any amendment to, or change in, law, regulation or policy, including due to an absence, or a limited body, of administrative or judicial precedent may be time consuming and costly for us to resolve and may impact the viability of our current business or restrict our ability to grow our business in the future. For further details, see "*Regulations and Policies*" on page 173 for details of the laws, rules and regulations currently applicable to us.

54. ***Significant differences exist between Indian GAAP and other accounting principles, such as US GAAP, Ind AS and IFRS, which may be material to investors' assessments of our financial condition.***

Our Company is required to prepare annual and interim financial statements under Ind AS from the current financial year as required under Section 133 of the Companies Act 2013 read with Circular SEBI/HO/CFD/DIL/CIR/P/2016/47 dated March 31, 2016. We have not attempted to quantify the impact of Ind AS on the financial data included in this Draft

Red Herring Prospectus. Ind AS differs in significant respects from Indian GAAP. Accordingly, the degree to which the Indian GAAP financial statements, which are restated as per SEBI ICDR Regulations and are included in this Draft Red Herring Prospectus, will provide meaningful information is entirely dependent on the reader's level of familiarity with Indian accounting practices. Any reliance by persons not familiar with Indian accounting practices on the financial disclosures presented in this Draft Red Herring Prospectus should accordingly be limited.

55. Statistical and financial industry data in this Draft Red Herring Prospectus may be incomplete or unreliable.

We have not independently verified data from industry publications and other third party sources and therefore cannot assure you that they are complete or reliable. Such data may also be produced on different bases from those used in other countries. Therefore, discussions of matters relating to India and its economy in this Draft Red Herring Prospectus are subject to the caveat that the statistical and other data upon which such discussions are based may be incomplete or unreliable. In addition, internal company reports have not been verified by independent sources and may be incomplete or unreliable.

56. Foreign investors are subject to foreign investment restrictions under Indian law that limits our ability to attract foreign investors, which may adversely impact the market price of the Equity Shares.

Under the foreign exchange regulations currently in force in India, transfers of shares between non-residents and residents are freely permitted (subject to certain exceptions) if they comply with the pricing guidelines and reporting requirements specified by the RBI or in the alternate, the pricing is in compliance with the extant provisions of the SEBI ICDR Regulations. If the transfer of shares is not in compliance with such pricing guidelines or reporting requirements or falls under any of the exceptions referred to above, then the prior approval of the RBI will be required. Additionally, shareholders who seek to convert the Rupee proceeds from a sale of shares in India into foreign currency and repatriate that foreign currency from India will require a no objection or a tax clearance certificate from the income tax authority. We cannot assure investors that any required approval from the RBI or any other Government agency can be obtained on any particular terms or at all. Owing to possible delays in obtaining requisite approvals, investors in our Equity Shares may be prevented from realising gains during periods of price increase or limiting their losses during periods of price decline.

Risk Factors Related to the Equity Shares

57. Any further issuance of Equity Shares by us may dilute your shareholdings or sales of Equity Shares by any significant shareholders may adversely affect the trading price of the Equity Shares.

Any future issuance of Equity Shares by us could dilute your shareholding. Any such future issuance of Equity Shares or sales of Equity Shares by any of our significant shareholders may also adversely affect the trading price of the Equity Shares, and could impact our ability to raise capital through an offering of our securities. In addition, any perception by investors that such issuances or sales might occur could also affect the trading price of the Equity Shares.

As disclosed in "*Capital Structure*" on page 102, all of the Equity Shares held by the Promoter following the Offer will be locked-in for one year from the date of Allotment and an aggregate of 20% of the fully diluted post-Offer capital of our Company held by our Promoter shall be considered as minimum Promoter's contribution and locked-in for a period of three years from the date of Allotment. Except for the customary lock-in on our ability to issue equity or equity linked securities discussed in "*Capital Structure*" on page 102, there is no restriction on our ability to issue Equity Shares. As such, there can be no assurance that we will not issue additional Equity Shares after the lock-in period expires or that the Promoter will not sell, pledge or encumber the Equity Shares after the lock-in periods expire. Future issuances of Equity Shares or convertible securities and sale of the underlying Equity Shares could dilute the holdings of our shareholders and adversely affect the trading price of our Equity Shares. Such securities may also be issued at prices below the then current trading price of our Equity Shares.

58. QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid.

Pursuant to the SEBI ICDR Regulations, QIBs and Non-Institutional Bidders are not permitted to withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after submitting a Bid. Retail

Individual Investors can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date. While we are required to complete Allotment pursuant to the Offer within six Working Days from the Bid/ Offer Closing Date, events affecting the Bidders' decision to invest in the Equity Shares, including material adverse changes in international or national monetary policy, financial, political or economic conditions, our business, results of operation or financial condition may arise between the date of submission of the Bid and Allotment. We may complete the Allotment of the Equity Shares even if such events occur, and such events limit the Bidders' ability to sell the Equity Shares Allotted pursuant to the Offer or cause the trading price of the Equity Shares to decline on listing.

59. There is no existing market for the Equity Shares and the price of the Equity Shares may be volatile and fluctuate significantly in response to various factors.

Prior to this Offer, there has been no public market for the Equity Shares. The trading price of the Equity Shares may fluctuate after this Offer due to a variety of factors, including our results of operations and the performance of our business, competitive conditions, general economic, political and social factors, volatility in the Indian and global securities markets, the performance of the Indian and global economy, significant developments in India's fiscal regime and other factors. There can be no assurance that an active trading market for the Equity Shares will develop or be sustained after this Offer, or that the price at which our Equity Shares are initially offered will correspond to the prices at which they will trade in the market subsequent to this Offer.

60. Conditions in the Indian securities market may affect the price or liquidity of the Equity Shares.

The Indian securities markets are smaller than securities markets in more developed economies. Further, the regulation and monitoring of Indian securities markets and the activities of investor brokers and other participants differ, in some cases significantly, from those in the United States and Europe. In the past, the Indian stock exchanges have experienced temporary exchange closures, broker defaults and settlement delays which, if continuing or recurring, could affect the market price and liquidity of the securities of Indian companies, including the Equity Shares. A closure of, or trading stoppage on, the stock exchanges could adversely affect the trading price of the Equity Shares.

In the past, the stock exchanges have experienced substantial fluctuations in the prices of listed securities. In addition, the governing bodies of the Indian stock exchanges have from time to time restricted securities from trading, limited price movements and restricted margin requirement. Further, from time to time, disputes have occurred between listed companies and the stock exchanges and other regulatory bodies that, in some cases, have had a negative effect on market sentiment. Similar problems could occur in the future and, if they do, these market conditions could negatively impact the market price and liquidity of the Equity Shares.

61. Investors in the Equity Shares may not be able to enforce a judgment of a foreign court against the Company.

We are a limited liability company incorporated under the laws of India. All of our directors and our senior management personnel are residents of India and a substantial portion of the assets of our Company and such persons are located in India.

Decrees in India, whether domestic or foreign, have to be enforced under the provisions of the Code of Civil Procedure, 1908 ("**CPC**") and recognition and enforcement of foreign judgments has been laid down under Section 13 and Section 44A of the CPC. Additionally, upon the production of a certified copy of the foreign judgment, an Indian court presumes that the judgment was pronounced by a competent court of jurisdiction unless contrary proved. India is not a party to any international treaty with respect to enforcement of foreign judgments. Under section 44A, judgments from courts in reciprocating countries can be enforced directly in India. The CPC only permits the enforcement of monetary decrees, not being in the nature of any amounts payable in respect of taxes, other charges, fines or penalties and does not include arbitration awards. Thus, in the event of a judgment being passed from a non-reciprocating country against us for civil liability, it would not be enforceable in India and it would be required to institute new proceedings in India and obtain a decree from an Indian court. Based on the final judgment obtained from a non-reciprocating country, a fresh suit can be initiated within three years of obtaining such final judgment. The United States for instance has not been declared as a reciprocating territory for the purposes of the CPC and thus a judgment of a court outside India may be enforced in India only by a suit and not by proceedings in execution.

India has reciprocal recognition and enforcement of judgments in civil and commercial matters with only a limited number of jurisdictions, which include the United Kingdom, Singapore and Hong Kong. For a judgment from a jurisdiction with reciprocity to be enforceable, it must meet the requirements as laid down in the CPC. If the Indian court believes that the amount of damages awarded was excessive or inconsistent with public policy in India, it is unlikely that an Indian court would award damages on the same basis, or to the same extent, as was awarded in a final judgment rendered by a court in another jurisdiction. In addition, any person seeking to enforce a foreign judgment in India is required to obtain prior approval of the Reserve Bank of India ("RBI"), to repatriate any amount recovered pursuant to the execution of the judgment.

62. Investors may be subject to Indian taxes arising out of capital gains on the sale of our equity shares.

The Union Budget presented in the Indian Parliament on February 1, 2018, proposed a number of amendments to the existing direct and indirect tax regime which includes the withdrawal of long term capital gains exemptions on equity shares, applicability of long term capital gains in the hands of foreign institutional investors, applicability of dividend distribution tax for certain transactions with shareholders, amongst others. The Union Budget is required to be approved by both houses of the Indian Parliament followed by Presidential Assent in order for the Income Tax Act, 1961 and other statues to be amended and for the above proposal to have the effect of law. Each prospective investor should therefore consult its own tax advisor about the consequences of investing in the Equity Shares. Capital gains arising from the sale of our Equity Shares will be exempt from taxation in India in cases where the exemption from taxation in India is provided under a treaty between India and the country of which the seller is resident. Generally, Indian tax treaties do not limit India's ability to impose tax on capital gains. As a result, residents of other countries may be liable for tax in India as well as in their own jurisdiction on a gain upon the sale of our Equity Shares.

63. Holders of Equity Shares may be restricted in their ability to exercise pre-emptive rights under Indian law and thereby suffer future dilution of their ownership position.

Under the Companies Act, a company incorporated in India must offer its equity shareholders pre-emptive rights to subscribe and pay for a proportionate number of equity shares to maintain their existing ownership percentages prior to issuance of any new equity shares, unless the pre-emptive rights have been waived by the adoption of a special resolution by holders of three-fourths of the equity shares voting on such resolution.

However, if the law of the jurisdiction that you are in does not permit the exercise of such pre-emptive rights without our filing an offering document or registration statement with the applicable authority in such jurisdiction, you will be unable to exercise such pre-emptive rights, unless we make such a filing. If we elect not to file a registration statement, the new securities may be issued to a custodian, who may sell the securities for your benefit. The value such custodian receives on the sale of any such securities and the related transaction costs cannot be predicted. To the extent that you are unable to exercise pre-emptive rights granted in respect of our Equity Shares, your proportional interests in us may be reduced.

64. The Offer Price of our Equity Shares may not be indicative of the market price of our Equity Shares after the Offer and the market price of our Equity Shares may decline below the Offer Price and you may not be able to sell your Equity Shares at or above the Offer Price.

The Offer Price of our Equity Shares will be determined on the basis of the Book Building Process. This price will be based on numerous factors and may not be indicative of the market price of our Equity Shares after the Offer. For further information, please see the section entitled "*Basis for Offer Price*" on page 114. The market price of our Equity Shares could be subject to significant fluctuations after the Offer, and may decline below the Offer Price. We cannot assure you that you will be able to sell your Equity Shares at or above the Offer Price. Among the factors that could affect our share price are:

- Quarterly variations in the rate of growth of our financial indicators, such as earnings per share, net income and revenues;
- Changes in revenue or earnings estimates or publication of research reports by analysts;
- Speculation in the press or investment community;
- General market conditions; and
- Domestic and international economic, legal and regulatory factors unrelated to our performance.

65. There are restrictions on daily movements in the price of the Equity Shares, which may adversely affect a shareholder's ability to sell, or the price at which it can sell, Equity Shares at a particular point in time.

We will be subject to a daily "circuit breaker" imposed by stock exchanges in India, which does not allow transactions beyond a specified increases or decreases in the price of the Equity Shares. This circuit breaker operates independently of the index-based market-wide circuit breakers generally imposed by the SEBI on Indian stock exchanges. The maximum movement allowed in the price of the Equity Shares before the circuit breaker is triggered is determined by the Stock Exchanges based on the historical volatility in the price and trading volume of the Equity Shares. The Stock Exchanges will not inform us of the triggering point of the circuit breaker in effect from time to time, and may change it without our knowledge. This circuit breaker will limit the upward and downward movements in the price of the Equity Shares. As a result of such mechanism, no assurance may be given regarding your ability to sell your Equity Shares or at the price which you may be able to sell your Equity Shares at any particular time.

Prominent Notes

1. Investors may contact the BRLMs for complaints, information or clarifications pertaining to the Offer. All grievances relating to the Offer may be addressed to the Registrar to the Offer, giving full details such as name, application number, address of the applicant, number of the Equity Shares applied for, Bid Amount paid on submission of the Bid cum Application Form and the entity and centre where the Bid cum Application Form was submitted. All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant SCSB and the Syndicate Members at the Specified Locations with whom the Bid cum Application Form was submitted. In addition to the information indicated above, the ASBA Bidder should also specify the Designated Branch or the collection centre of the SCSB or the address of the centre of the Syndicate Member at the Specified Locations where the Bid cum Application Form was submitted by the ASBA Bidder.

2. Initial Public Offering of up to 9,905,157 Equity Shares (subject to finalization of Basis of Allotment) through an Offer for Sale by the Selling Shareholder, for cash at a price of ₹[●] per Equity Share (less Retail Discount and Employee Discount, as applicable) aggregating to ₹[●] million. The Offer includes an Employee Reservation Portion of up to 500,000 Equity Shares aggregating to ₹[●] million. The Offer and the Net Offer will constitute 10.53% and 10.00%, respectively, of the post-Offer paid up Equity Share Capital of our Company.

3. As of March 31, 2017 and December 31, 2017, the net worth of our Company was ₹38,224.62 million and ₹36,843.84 million and ₹38,115.49 million and ₹36,895.52 million respectively, on a standalone basis and consolidated basis, respectively, as per our Restate Financial Statements.

4. As of March 31, 2017 and December 31, 2017, our net asset value per Equity Share was ₹385.08 and ₹392.09 respectively, as per our Restated Consolidated Financial Statements and ₹386.18 and ₹391.54 respectively, as per the Restated Standalone Financial Statements. For further detils please see "*Basis for Offer Price*" on page 114.

5. Except as stated in the sections entitled "*Our Group Companies*" and "*Related Party Transactions*" on pages 220 and 228, respectively, none of the Group Companies have any business or other interest in us.

6. The Offer is being made through the Book Building Process, wherein 50% of the Net Offer shall be available for allocation, on a proportionate basis to QIBs. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs including Mutual Funds, subject to valid Bids being received at or above the Offer Price. Not less than 15% of the Net Offer shall be available for allocation to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders, subject to valid Bids being received at or above the Offer Price.

7. There has been no financing arrangement whereby our Directors and/or their immediate relatives have financed the purchase of Equity Shares by any other person other than in the normal course of business of a financing entity during the period of six months immediately preceding the date of the Draft Red Herring Prospectus.

8. The average cost of acquisition per Equity Share by our Promoter is ₹ (19.83)*. The average cost of acquisition has been calculated by taking an average of the amounts paid by our Promoter to acquire such Equity Shares. For further details, see "*Capital Structure*" on page 102.

   **After considering the impact of buy-back of 4,928,426 Equity Shares by the Company at a price of ₹ 386.72 per Equity Share on December 26, 2017.*

9. For information on changes in our name, Registered Office and changes in the object clause of the Memorandum of Association of our Company, see "*History and Certain Corporate Matters*" on page 180.

10. For details of the related party transactions during the last five Fiscal Years, pursuant to the requirements under Ind AS 24/Accounting Standard 18 "Related Party Disclosures, see "*Financial Statements*" on page 230.

SECTION III – INTRODUCTION

SUMMARY OF INDUSTRY

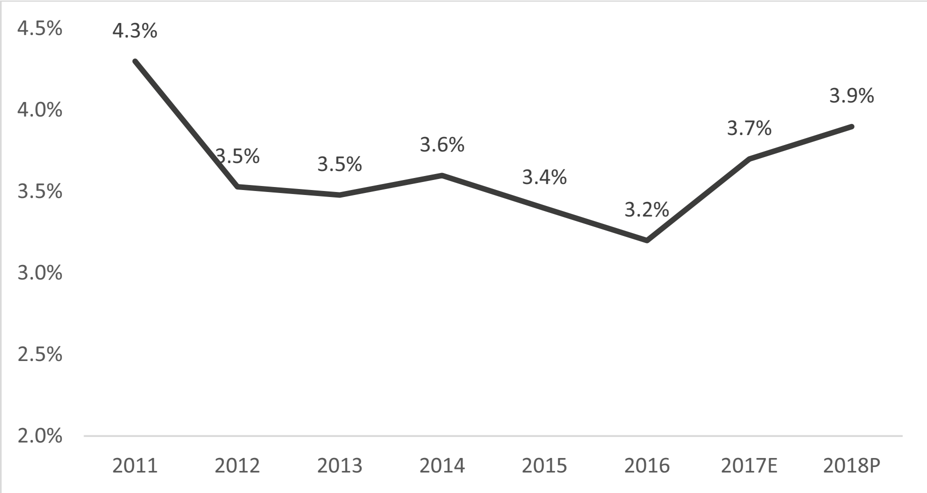
Unless noted otherwise, the information in this section has been extracted or obtained or derived from the "Report on construction / investment opportunity in Indian Roads and Railways as well as in select overseas countries" published in March 2018, by CRISIL Research, a division of CRISIL Limited (the "CRISIL Report"). Our Company, the BRLM and any other person connected with the Issue has not independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

All information contained in the CRISIL Report has been obtained by CRISIL from sources believed by it to be accurate and reliable. Although reasonable care has been taken by CRISIL to ensure that the information in the CRISIL Report is true, such information is provided 'as is' without any warranty of any kind, and CRISIL in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information and estimates contained herein must be construed solely as statements of opinion, and CRISIL shall not be liable for any losses incurred by users from any use of this publication or its contents. Neither our Company, nor the BRLMs or any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Global economy on a rebound

The International Monetary Fund (IMF) in its January 2018 edition of the World Economic Outlook has upgraded its global growth (Real GDP) forecast to 3.7% for 2017 and 3.9% in 2018, compared with 3.2% in 2016. The IMF has indicated that the growth has been broad-based, with notable upside in Europe and Asia for the revision. It has also attributed the upward revision to increased global growth momentum and the expected impact of recently approved United States tax policy changes. However, the IMF has cited rich asset valuations and very compressed term premiums, which raises possibility of financial market correction, as the downside to its growth forecast.

Global economy to grow faster in 2018



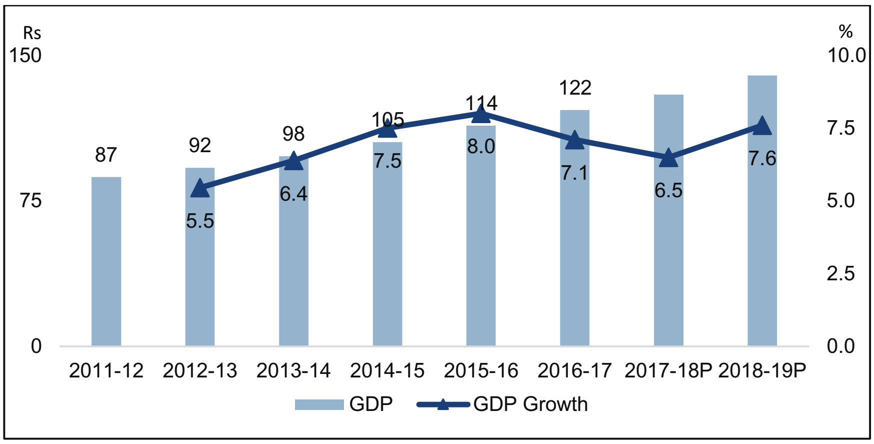
Source: International Monetary Fund, CRISIL Research

Long-term prospects for India's economic growth healthy despite minor setback in 2017

CRISIL Research believes real GDP growth would rebound to 7.6% in fiscal 2019 from 6.5% this fiscal as the transitory disruptions from GST implementation would wane and a low base would help. Growth would continue to be consumption led as interest rates are expected to remain soft and inflation under control. Implementation of seventh pay commission hikes at the state level would help. Growth would also be mildly supported by public spending (with a rural focus) in infrastructure, especially roads.

In the months ahead, inflation could see an upside from some bump up in oil prices, and higher household spending led by (i) implementation of farm loan waiver and (ii) an expected upward revision in salary and allowances of state government employees. Yet, domestic food inflation is expected to stay low aided by a good monsoon, and this will play a key role in keeping overall inflation in fiscal 2018 low.
CRISIL expects CPI to average 4% in fiscal 2018 (down from 4.5% in fiscal 2017). Going ahead, if the risks to growth rise, and inflation undershoots the Monetary Policy Committee's forecast, then there is a possibility of a rate cut.

Real GDP growth in India (new GDP series)



Source: CSO, CRISIL Research

Policy measures to drive construction spend, boost private participation

CRISIL Research estimates construction[1] sector in India at Rs 14.4 trillion during fiscals 2015-2018 which is about 40% higher than construction spends during fiscals 2011-2014, driven by increased investments in Roads followed by Railways and Urban Infrastructure. In fiscal 2016, the construction spend for India as a % of GDP (current prices) accounted for about 6.9% (FY17) compared to other developing countries such as Sri Lanka at 7.4% (provisional) and Malaysia at 4.7% in 2015.

Over fiscals 2019-2022, CRISIL Research expects the construction sector to increase 54% to Rs 22.2 trillion. Of this about 93% is contributed by infrastructure investments while the rest is from Industrial. This growth in infrastructure investments is driven by government initiatives and budgetary support especially in sectors such as Roads, Irrigation, Urban Infrastructure and Railways. These initiatives include:

- New Metro Rail Policy unveiled in August 2017 which makes PPP a must for obtaining central government assistance to boost private participation in Metro Rail.

- Awarding national highway projects only after 80-90% of the required land is in possession of the government from FY17 to reduce the uncertainty in the projects.

- Launching of schemes to help developers improve cash flow and repay debt, such as rescheduling premiums in road projects and permitting developers to offload stake in the build-operate-transfer projects initiated in FY16.

- Increased thrust on financing projects through external funding and private participation in Railway infrastructure from FY16.

- Financial restructuring of state electricity boards through UDAY, providing room for investments in distribution network.

- Bharatmala project(under inter-ministerial consultation as of August 2017) which envisages construction of 24,800 km of Roads

- Investment of ~ Rs 350 billion in urban infrastructure in seven states over FY 2015-2020 under the Atal Mission for rejuvenation and Urban Transformation(AMRUT)

- Convergence of irrigation schemes under the Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) with a spending target of Rs 500 billion for the period FY 2016-20

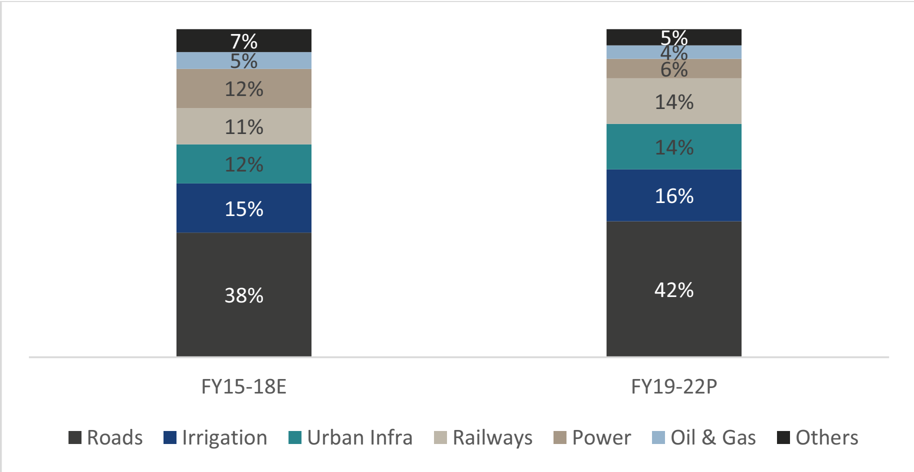
- Development of 50 economic corridors as well as 35 multimodal logistics parks and 10 intermodal stations, to boost transportation related investments under multi-modal logistics and transport policy in 2017.

Roads to enjoy lion's share of construction spend

Road projects augur well for construction players, as nearly all funds (save those used for land acquisition) are channelized into construction. Moreover, over the years, the private investments have grown close to public investments due to implementation several models such as BOT-toll, BOT-Annuity, BOT-HAM etc. thereby contributing the highest share of construction spend at 38%.

[1] Considering Roads, irrigation, Urban Infrastructure, Railways, Power, Oil&gas

Roads, Irrigation, Urban Infrastructure and Railways account for three fourth of the construction spend



Note: Urban infrastructure includes mass rapid transit system (MRTS), bus rapid transit system (BRTS), water supply and sanitation (WSS) projects, smart cities, and related infrastructure development.

E: Estimated; P: Projected

Source: CRISIL Research

Share of railways in construction to rise to 14% over the next 4 years

During fiscals 2015-2018, railways accounted for 11% of the construction sector at Rs 1.6 trillion. Over the next 4 years, the construction opportunity in Railways is expected to double to Rs 3.1 trillion driven by investments by public as well as private sector especially in Network decongestion, expansion and Safety which account for over half of the total investments in railways during this period.
Investments in key segments such as new lines, gauge conversion, doubling, track renewals, and electrification will account for Rs 2.3 trillion (73%) of the construction opportunity during fiscals 2019-2022 with doubling accounting for the highest share at 31% during this period.

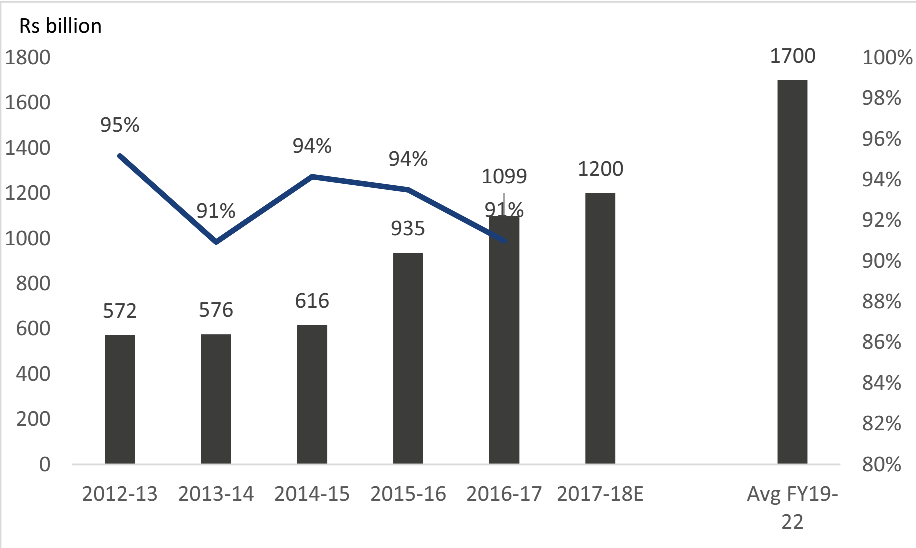
Railway investments to touch Rs 6.8 tn over fiscals 2019-2022

CRISIL Research expects the investments in railway sector to increase by about 77% from Rs 3.9 trillion in fiscals 2015-2018 to Rs 6.8 trillion in fiscals 2019-2022. The growth in investments are driven by
Availability of funding from Life Insurance Corporation (LIC) and Multilateral agencies
Improvement in the pace of approvals
Provision of additional resources such as Rashtriya Rail Sanraksha Kosh (RRSK)

Increase in private sector participation *(especially in rolling stock, station redevelopment, connectivity projects, etc.)*

During 2012-13 to 2016-17, the investments in Indian Railways have almost doubled from Rs 572 billion to Rs 1099 billion. Especially, in 2015-16, the investments have jumped by about 52% from Rs 616 billion to Rs 935 billion. This was led by an increased thrust on raising funds through new channels such as LIC, Multilateral agencies etc.

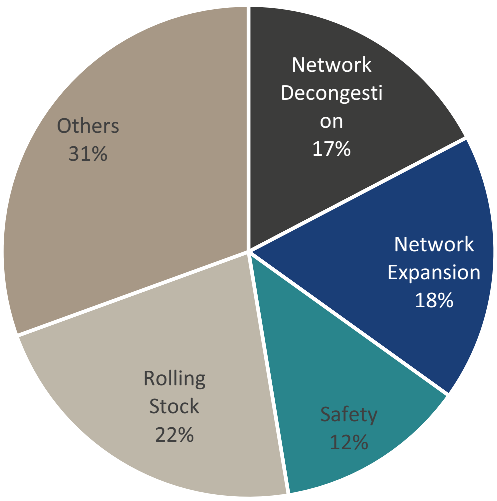
Investments in Railways



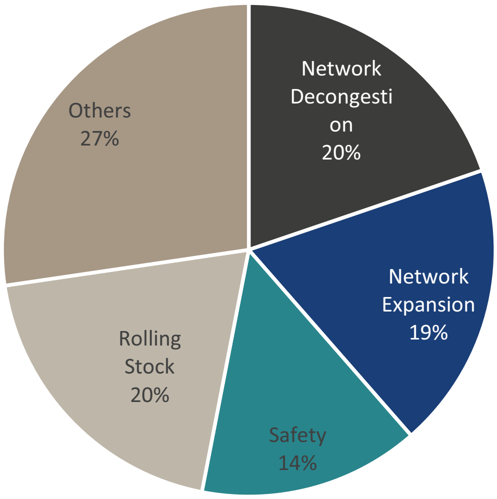
Note: During FY19, budgetary allocation for Railways stood at Rs 1465 billion

Source: Budget Documents, CRISIL Research

Split of Investments among railway segments



FY15 – FY18



FY19 – 22P

Note: Others include DFC, HSR

Source: Indian Railways, CRISIL Research

SUMMARY OF BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and also the sections titled "Risk Factors" on page 20, "Financial Statements" on page 230 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 663 for a discussion on certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, so all references to a particular financial year/ Fiscal are to the twelve months period ended March 31 of that year.

Unless otherwise indicated, financial information included herein is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus.

Overview

We are an integrated Indian engineering and construction company, specializing in major infrastructure projects, including, railways, highways, bridges, flyovers, tunnels, aircraft maintenance hangars, runways, EHV sub-stations, electrical and mechanical works, commercial and residential properties, development of industrial areas, and other infrastructure activities. We provide EPC services on a fixed-sum turnkey basis as well as on an item-rate basis for various infrastructure projects. We also execute on build, operate and transfer mode in various projects in order to meet the requirements of our bids. In 2016, we were ranked number 248 in the list of the top 250 international contractors by Engineering News Record (ENR) of the United States. We are headquartered in Saket, New Delhi and have 26 project offices and five regional offices to support and manage our business operations throughout India and five overseas project offices in Sri Lanka, Bangladesh, Malaysia, South Africa and Algeria to provide onsite support overseas. Our reputation for quality, commitment and consistency in terms of performance, as well as our local, regional and international presence, have allowed us to service the growing infrastructure needs throughout India. Our Order Book as of a particular date comprises of the anticipated revenues from uncompleted portions of existing contracts (signed contracts for which all pre-conditions to entry have been met, including letters of intent issued by the client). As of December 31, 2017, we had an Order Book of ₹223,871.7 million.

Since we commenced operations in 1976, we have serviced a diverse range of infrastructure and construction projects, and while our primary focus and strength are still deeply rooted in the railway sector, we have since diversified progressively into other transport and infrastructure segments, such as, highway and road construction, and expanded our geographical coverage to many countries around the world. In addition, although our largest shareholder is the Ministry of Railways, we continue to carry on businesses as a legal entity separate from the Government of India, and remain an independent commercial enterprise which is legally, functionally, and financially autonomous from the Government of India, operating under the Companies Act of India and other applicable laws.

We have rich experience in executing major construction and infrastructure projects, both internationally and domestically. The scope of our services for such projects primarily includes design and engineering of the project, procurement of equipment and packages, project management, and commissioning. While we execute majority of our projects independently, we also form project specific joint ventures and consortiums with other infrastructure and construction companies, in particular, when a project requires us or our partners to meet specific eligibility requirements in relation to certain large projects, including requirements of particular types of experience and financial resources. Our human resources and fleet of equipment, along with our engineering skills and capabilities, enable us to undertake a wide variety of construction projects that involve varying degrees of complexity. Our work force, as of January 31, 2018, consisted of 1,175 full-time employees on a stand-alone basis, which we believe, together with our debt-free financial profile and comfortable liquidity position, positions us well to win mandates for a growing number of large-scale projects.

We have been ISO 90001-2008 certified for quality management systems since 1994 by TUV Suddeutschl and Private Limited (TUV) for design, development, engineering, procurement and construction of projects. As part of our drive to maintain growth while being committed to corporate social responsibility, we also received ISO 14001-2004 in 2011, specifically for our effort in setting up our environment management system (EMS). To that end, we nominate environment officers at all of our Indian projects to monitor EMS to comply with the environmental laws and monitor air quality. Further, as we often operate in difficult terrains and disturbed regions, the well-being and safety of our work force are a principal concern. In this regard, we are OHSAS-BS 18001-2007 certified for our occupational health and safety management system. We have also received several awards, including Dun and Bradstreet Infra Awards 2016 in Construction and Infrastructure Development (Railways), CIDC Vishwakarma Award 2016, and the India Pride Award 2015-2016.

Our consolidated total revenues for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹33,013.48 million, ₹29,086.37 million and ₹32,325.05 million, respectively. Our profit after tax (excluding OCI) for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹3,841.84 million, ₹3,931.08 million and ₹5,630.31 million respectively. For the nine-month period ended December 31, 2017, our total revenues and profit after tax were ₹25,912.26 million and ₹1,876.51 million, respectively.

Our Business Operations

Our core operations are (i) construction and (ii) infrastructure development.

Construction Business

In our railway construction business, we are a turnkey construction company that specializes in new railway lines, rehabilitation/conversion of existing lines, station buildings and facilities, bridges, tunnels, signaling and telecommunication, and railway electrification. Projects are usually awarded to us directly or where applicable, the Ministry of Railways awards projects to us indirectly through nomination.

As of December 31, 2017, we were undertaking a total of 35 railway projects in three countries internationally and in 14 states in India, with an aggregate length of 1,569.62 km. Our Order Book for these ongoing projects amounted to ₹190,263.7 million as of December 31, 2017, accounting for 84.99% of our total Order Book. Revenue from railway projects accounted for 90.78%, 77.12%, 68.26% and 71.25% of our total revenue from operation for Fiscal Year 2015, Fiscal Year 2016 and Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively.

For over 20 years we have engaged in construction of highways and roads in accordance with international standards, both in India and abroad. With the Government of India proposing to increase spending in this sector, including its focus on connectivity of secondary cities, ports and various regions, we constantly look for new business opportunities in this sector with the aim of taking advantage of various initiatives by the Government of India. In this sector, we recorded revenue of ₹2,278.16 million, ₹2,373.16 million, ₹5,892.94 million and ₹5,522.15 million for Fiscal Year 2015, Fiscal Year 2016 and Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking five road projects, in the aggregate for India and abroad. Our Order Book for these projects amounted to ₹15,585.6 million as of December 31, 2017, accounting for 6.96% of our total Order Book.

In our electrical business, we carry out railway electrification and railway siding as turnkey projects. We also leverage our in-house design capacity to carry out projects on EPC basis. As part of the Government's effort to modernize train stations and improve connectivity throughout the country, our capability in this sector has presented new business opportunities. In this sector, we recognized revenue of ₹137.67 million, ₹1,986.85 million, ₹2,533.15 million and ₹445.09 million for Fiscal Year 2015, Fiscal Year 2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking six electrification projects, in India and abroad. Our Order Book for these projects amounted to ₹12,102 million as of December 31, 2017, accounting for 5.41% of our total Order Book.

In our building and other business, we recognized revenue of ₹ 208.28 million, ₹692.25 million, ₹786.27 million and ₹279.11 million for Fiscal Year 2015, Fiscal Year 2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking four building and other projects, in India and abroad. Our Order Book for these projects amounted to ₹5,920.4 million as of December 31, 2017, accounting for 2.64% of our total Order Book.

Aggregate revenue from our construction business amounted to ₹29,539 million, ₹24,185.11 million, ₹29,947.99 million and ₹23,532 million, accounting for 99.63%, 97.48%, 98.58% and 97%, for Fiscal Year 2015, Fiscal Year

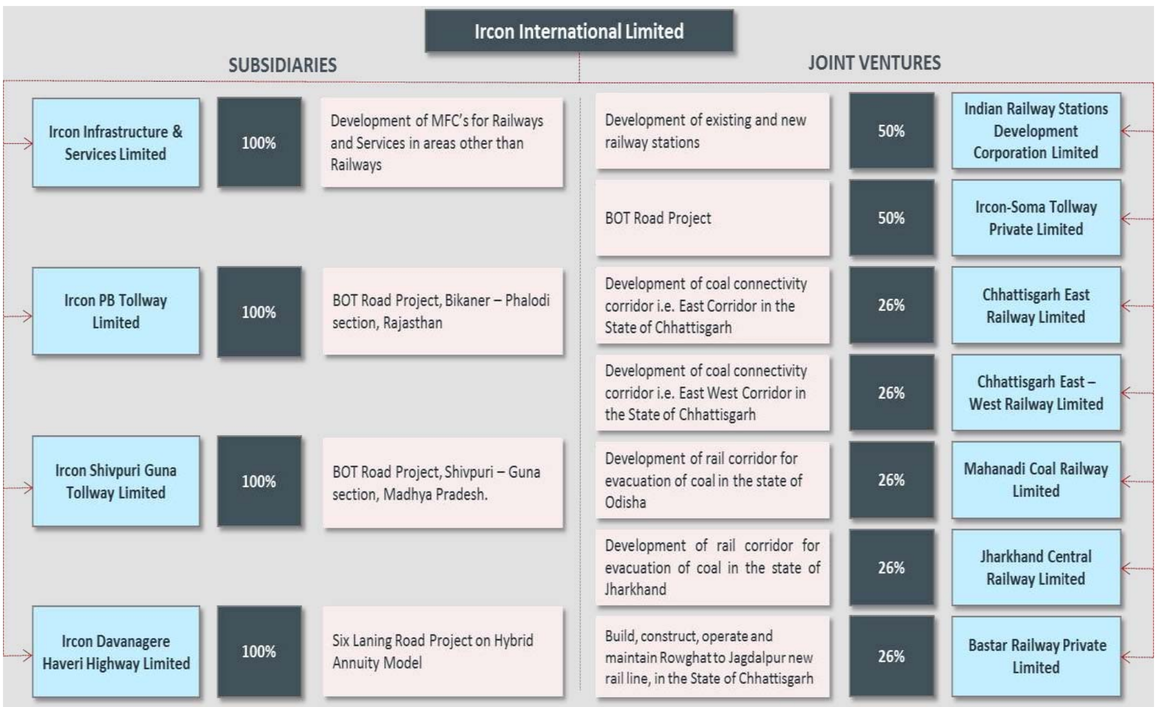
2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively, of our total operating revenue for these periods.

Infrastructure Development Business

In our infrastructure development business, we develop and maintain railways and roads on a BOT basis. As of December 31, 2017, we had one completed road project of 115 km in India. We operate this completed project on a toll basis where profit is realized largely by toll collection during the concession period. We expect to complete two more BOT (toll) projects in Fiscal Year 2018 where we will start realizing toll revenues. To drive development in less connected areas, the Government of India has adopted "hybrid annuity" mode, where the Government of India shares a portion of the total project costs, thereby freeing up developers' capital tied-up in one project for investment elsewhere. We have one project under implementation on a hybrid annuity basis where a fixed amount of the project will be paid after the project starts commercial operations. For hybrid annuity projects, income is assured to the extent of the annuities collected during a year under the relevant concessions, apart from receiving construction support during the construction period, which reduces the risk of income fluctuations resulting from traffic pattern changes. However, in some road segments with less than adequate toll paying traffic, the Government of India may provide partial support in the form of viability gap funding. .

We have currently placed strategic focus on executing projects under the EPC, DBFOT and hybrid annuity modes, as there has been an increase in high value projects being bid using these modes of project execution. With our capability in large turnkey projects, this development provides good opportunity for us to secure large-size projects in the railways and highways sectors.

Corporate Structure



Competitive Strengths

Our business operates in diverse sectors covering many countries

Since incorporation, we have diversified into various infrastructure sectors and we are now an established player in the field of railways and highways construction. We also cater to our customers' needs in many other areas such as construction of commercial and residential complexes, power transmission lines, industrial lighting, bridge/fly-overs, tunnels, commercial, residential and retail properties, electrical and mechanical work, signaling/telecom, coach factory, station building, multi-function complex, and aviation. The variety of project types diversifies our construction business and reduces our dependence on any one sector or type of project. Additionally, our broad range of clients within the government and private sectors, both domestic and international, ensures that we are not overly dependent on a limited number of clients. Our broad geographical coverage has helped us achieve our objective to gradually move from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs. Further, we expect that our demonstrated expertise and experience will provide us with a significant advantage in pursuing new opportunities given the increasing stringent pre-qualification criteria for projects. To capitalize on anticipated market growth trajectory, we continue to target projects abroad and further increase turnover from projects in India. We believe our Company has an advantageous position compared to our competitors because of its operating history, industry knowledge, experience and familiarity with civil and infrastructure construction projects at different scale and skill-level.

With respect to our geographically diversified business operations, we have so far completed more than 126 projects in more than 24 countries across the globe, and 377 projects in various states in India as of December 31, 2017. A significant number of our projects are implemented through special purpose vehicles formed for the respective projects and we have a controlling interest in all Subsidiaries. These Subsidiaries enter into concession agreements with other agencies and generate revenue.

Excellent execution track record through strong operating systems and controls

Our track record of on-time and high quality project completion has helped us develop a strong reputation and increased our opportunities to bid for larger and more prominent projects. For example, we have recently been given the opportunity to bid for coal connectivity projects in Chhattisgarh, Odisha and Jharkhand, and we are executing the Majuba Rail project in South Africa. Through years of development, we have put in place well-tested systems and controls as below:

- *Robust contract management:* Once awarded a contract, we actively track and manage our deliverables and strive to ensure that there is no breach of the contractual terms and conditions. To improve customer satisfaction, we also endeavor to provide timely responses and solutions to our clients.

- *Efficient planning and project management:* Through our project teams, we plan every step of the project and, over time, have developed strong project management and execution expertise and capabilities for projects both domestic and international. A combination of our efficient and systematic project management and execution skills through our procurement, resource deployment, operation and maintenance of construction equipment, and other resources for multiple project sites, has helped us establish a good track record and reputation for timely completion. From April 1, 2015 to December 31, 2017, we completed a total of six railways projects with an aggregate value of ₹28,097.16 million, and are currently undertaking 35 railways projects and five highways projects with an aggregate value of ₹3,55,946.30 million. We believe our achievement in these types of infrastructure projects enhances our reputation as a domain player in the Indian infrastructure segment, and enables us to secure a fair share of large-size contracts, both domestically and internationally.

- *Use of innovations in designs and advanced technology:* We have been proactive in using modern construction techniques, technology and equipment comparable to the market standard. In executing our projects, we attempt to achieve high efficiency and on-time performance, often by cooperating with leading consultants to innovate and to develop more advanced and efficient methods and techniques.

Strong financial performance and credit profile

We have a strong credit profile that includes non-fund based standby bank limits of ₹24,530.7 million. As of December 31, 2017, the financial profile of our Company is characterized by healthy profitability margins, zero debt and a comfortable liquidity position. Our stable business model during the last three fiscal years ended March 31, 2017, as well as the nine-month period ended December 31, 2017 contributed significantly to our financial strength.

Since we commenced operations and through January 31, 2018, we have not defaulted in repayment of our borrowings, which, together with our strong financial performance and substantial assets, has helped us present a strong credit profile to potential lenders and avail alternatives sources of financing when necessary. According to CARE, our credit rating for long and short term borrowing has been maintained at AAA/A+ since 2011. Our working capital requirement for our projects is principally met through client advances as well as internal accruals, supported predominately by our business growth and capability to execute large and complex projects in difficult terrains and territories.

Visible growth through robust order book and steady execution

In our industry, an order book is considered an indicator of future performance since it represents a portion of anticipated future revenue. We cater to both domestic as well as international markets and receive orders both on tender basis as well as through nomination by the Ministry of Railways. Our Order Book as of December 31, 2017 was ₹223,871.7 million which translates into approximately seven times our total operating revenue in Fiscal Year 2017, and we believe provides evidence of our healthy revenue profile. By continuing to diversify our business and geographical focus, we strive to pursue a broader range of project tenders and therefore maximize our business volume and profit margins. As of December 31, 2017, domestic projects made up the bulk of our Order Book (91%) and we secured ₹60,303.1 million of new contracts in Fiscal Year 2017. Owning to the completion of major projects in Sri Lanka, our revenue from foreign projects, in Fiscal 2017, has fallen significantly by 113% compared to Fiscal Year 2016. Nevertheless, this fall in revenue from projects in foreign countries has been partially offset by our performance in the domestic market, and we continue to actively participate in new projects in foreign countries, including two ongoing projects in Bangladesh and one each in Algeria and South Africa. The average order size in our construction business increased from ₹2,799.59 million in Fiscal Year 2015 to ₹6,030.31 million in Fiscal Year 2017.

We believe that growth in our Order Book position is a result of our track record of successful execution of our projects, which has led to our ability to successfully bid and win new projects. The growth of our average size new orders, together with our diversified business activities in infrastructure projects across transportation, engineering, and building construction limits the risks associated with any particular industry, while simultaneously helping us to benefit from the synergies of operating in diverse business sectors. Further, our track record of executing projects within the specified timelines has also helped us minimize cost overruns.

Our Order Book for the last three fiscal years ended on March 31, 2017 and the nine-month period ended December 31, 2017 was ₹132,926 million, ₹175,688.6 million, ₹188,783.9 million and ₹223,871.7 million, respectively, with railways projects and highways projects continuing to be the core areas of operations, contributing over 90% of our revenue throughout these periods. As we build on our expertise and experience in different industry segments, our Order Book has grown in response to our increased pre-qualifications for potential projects. In addition, while some of the large infrastructure companies are unable to mobilize additional resources to fund projects owing to debts, we continue to leverage our strong financial position to secure projects in different sectors. Our strong financial position together with our successful efforts to meet the raising pre-qualification requirements of some of our clients has enhanced our competitiveness in our target market and, has enabled us to maintain the momentum of our Order Book growth.

Qualified and experienced employees and proven management team

We have a qualified and trained workforce to take on large-scale projects with demanding timelines on deliverables. As of December 31, 2017, members of our senior management team, which includes our Senior Management Personnel, have an average of 27 years of experience and have been associated with us for an average of nine years. The skill sets of our employees give us the flexibility to adapt to the needs of our clients and the technical requirements of the various projects that we undertake. We are committed to the development of the expertise and know-how of our employees through regular technical seminars and training workshops organized by our Company or reputed institutes.

We have a management team that is qualified and experienced in construction and infrastructure development. In particular, Sunil Kumar Chaudhary, our Chairman and Management Director, is a civil engineer who has extensive experience in overseeing the implementation/execution and monitoring of projects in various segments of our operations. M.K. Singh, our Director Finance, has rich years of experience in various capacities in Indian Railways. Additionally, Deepak Sabhlok, Director – Projects has experienced in various fields of infrastructure, such as railway construction, contract management, track maintenance and ancillary works and Hitesh Khanna, Director –Works

(Whole-time) has experienced in various fields of railway infrastructure such as track construction, maintenance, renewal, and modern track technology. We believe the strength and quality of our management has been instrumental in the implementation of our business strategy. For further details please see "*Our Management*" on page 192.

Business Strategy

We strive to be recognized nationally and internationally as a construction organization comparable with the best in the field, covering the entire spectrum of construction activities and services in the infrastructure sector. To achieve our objective, we will continue to improve on and consolidate our position by implementing the following strategies:

Continue expanding our geographical footprint within and beyond India

We have actively focused on becoming a diversified infrastructure player, both in terms of sector and geographical coverage. We have diversified our infrastructure work expertise into transportation engineering, civil and industrial construction, and other infrastructure projects. Over the years, we have extended our operations to other geographies including countries like Algeria, Bangladesh, Indonesia, Iran Iraq, Jordan, Malaysia, Nepal, Saudi Arabia, Tanzania, UK and Zambia. Presently, we have projects in Malaysia, Sri Lanka, Algeria and Bangladesh. In addition, while we already have presence in many states in India, we intend to further expand our operations domestically across India as part of our growth business model. We believe by further expanding our geographical coverage and expanding into new areas within India, we will be able to take on more projects proposed by the Government of India and further consolidate our position in the infrastructure sector.

Separately, we plan to continue our strategy of diversify across industry segments and increase orders from foreign countries to capture better profit margins afforded by these projects as compared to domestic projects. Also, while we continue to focus our efforts in the railways sector, through portfolio diversification, we hope to hedge against risks in specific areas or projects, and protect us from market variations resulting from business concentration in particular industry sectors and/or limited geographical areas. With increasing experience and success, we expect that we will see a steady growth in our business with a rate of expansion comparable to or better than the number of new projects we undertake.

Paradigm shift in revenue generation

We are gradually moving from generating income only through individual projects to regularly generating revenue and profits through our Subsidiaries and Joint Venture companies. Our Subsidiaries and Joint Venture companies are likely to generate revenue and profits on a sustained basis because of continued operation of existing projects and new projects. It is expected that projects with an approximate capex of ₹172,050 million would be executed by these affiliate companies in the next five years. Through projects like these, we expect to complete 1,232 lane km of toll road and 1,000 track km of railway lines for coal and iron ore connectivity. Moreover, these projects also require regular maintenance and we will therefore generate revenue from this maintenance work. Our goal is to migrate from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs.

Focus on high value projects in the construction business to benefit from economies of scale

In our construction business, we intend to focus on undertaking projects having a high order value, which we consider to be projects above ₹5,000 million. As of December 31, 2017, we had 19 projects in our Order Book that exceed this threshold. In principle, projects having high order value typically have a smaller percentage of overhead cost as a percentage of total cost and therefore provide a greater potential for profit.

In addition, projects having high order value are also, in the current market, subject to less competition. The increasingly stringent pre-qualification requirements for pursuing such projects have resulted in a limited number of competitors being able to bid for such projects. We believe that these pre-qualification requirements make such type of projects an attractive sector for us to participate. As our pre-qualification capabilities have improved across industry sectors and we have maintained a favorable financial profile with a comfortable liquidity position and zero debt, our average bidding value has increased. We aim to firmly establish ourselves as a player in the market for high value projects by successfully executing the high order value projects on which we are currently working so that we can take advantage of these higher entry barriers.

Actively bid for new projects

Our business growth continues to be attributed principally to increased bidding activities for more and larger projects awarded by government clients. Given our long standing reputation as one of the sectorial leaders in transportation infrastructure, with specialization in execution of railway projects on turnkey basis, a large part of our business is driven by projects directly awarded by government clients. To maintain our reputation in the public sector and to strive for better profit margins, we hope to capitalize on our advantageous position over our competitors, both in terms of our expertise and financial position, and seize opportunities to undertake larger projects driven by the growth of the Indian economy. The various initiatives promulgated by the Government of India will help in continuing the growth momentum. We believe that by further expanding, we expect our geographical presence and service coverage we will be able to secure more mandates and consolidate our position in the infrastructure sector.

Maintain favorable financial risk profile

Our financial profile of healthy profitability margins with zero debt and comfortable liquidity position has contributed to our operational performance. We intend to continue this favorable capital structure with minimum debt by leveraging advances received from clients and internal accruals for working capital requirement towards projects. While aiming for higher profitability, we intend to avoid over-leveraging our balance sheet or undertaking projects that would put us at financial instability. Given the increased competition across industry segments in which we operate, having stable financial resources and healthy cash balance (as of December 31, 2017, our cash and cash equivalent balance is ₹6,076 million) is crucial to obtain and execute large-scale projects in the current operational environment.

Explore different models of project execution to optimize our project portfolio

Since the union government took over in May 2014, the question of languishing BOT projects was a top priority due to dismal performance of construction projects awarded under existing model concession agreements. In a very short time, the government came up with new hybrid annuity mode (HAM) to address the various concerns, including the lack of toll traffic in several parts of the country and the substantial financial burden over companies which were awarded the BOT projects. We welcome such change and are well geared to undertake turnkey projects under new project execution models, including EPC and HAM. To continue with projects on BOT/DBFOT basis, we also formed three special purpose vehicles as well as holding strategic shares in joint venture companies formed for coal connectivity projects in three states of India.

Explore potential ways to capture sectorial initiatives undertaken by the Government to improve economic growth

The Government of India has issued a number of macro-level and sectorial initiatives to improve the Indian economy in the past few years. The increasing Government interest in infrastructure, particularly in the railways sector, has opened up opportunities for us to secure more businesses. We aim to capitalize on these opportunities by leveraging our established project execution track record and by diversifying our infrastructure work expertise into transportation engineering, civil and industrial construction, and other infrastructure projects. For example, our effort to leverage our financial resources to get recurring business has resulted in securing coal connectivity projects in Chhattisgarh, Odisha and Jharkhand. It is expected that the continuing development may create new business opportunity in the coming years. To that end, we intend to continue focusing on performance quality and project execution in order to maximize client satisfaction and profit margins, and in turn increase our competitiveness in winning further projects.

A fundamental aspect of our business strategy is to gradually transform from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs. To achieve our objective, we continue to secure and execute more projects in various sectors and to lessen dependency on one or a few sectors. For example, we offer various infrastructure services in the areas of railway construction, bridges, construction of roads, highways, commercial, industrial and residential complexes, electrical and distribution system, metro and mass rapid transit system. Further, as projects granted by the Government of India in the construction industry shift from BOT/BOOT mode to EPC/HAM mode, where the Government of India owns a stake and contributes in part in a project, we intend to broaden our scope of services to undertake projects in these new operation modes. We are well positioned to take up projects under these new modes due to our ability to meet the required technological and financial conditions.

Attract and retain talented employees

Talented employees are essential to our success. We rely on them to operate our modern construction equipment, complete various tasks on our complex construction projects and deliver quality performance to our clients, often on a demanding timeline. With our strong human resource system, we continue to focus on improving health, safety and environment for our employees. We intend to further strengthen our work force through continued on-job skill development and training. In particular, in addition to our regular workshops and seminars, we have various schemes for staff welfare like educational scholarships, one time educational grants for admission to professional degrees, diploma courses and educational awards. We also aim to provide a congenial and safe working atmosphere to women employees. We have a complaints committee for prevention of sexual harassment at work place, and have been arranging workshops exclusively for women employees covering self-defense by Delhi police and health awareness topics such as nutrition and diet by senior doctors. We intend to continue maintaining the relatively low employee attrition rate and retain more of our skilled workers for our future expansion, by providing them with better overall benefit packages and safer and healthier working environment.

SUMMARY OF FINANCIAL INFORMATION

The following tables set forth summary financial information derived from our Restated Financial Statements. These financial statements have been prepared in accordance with Indian GAAP or IND AS, applicable provisions of the Companies Act and restated in accordance with the SEBI ICDR Regulations, and are presented in "*Financial Statements*" on page 230.

The summary of financial information presented below should be read in conjunction with our Restated Financial Statements, the notes thereto as included in "*Financial Statements*" on page 230 and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 663.

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in million)

Particulars			Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	**ASSETS**										
1	**Non-current assets**										
	(a)	Property, Plant and equipment	3	1,437.50		1,456.08		1,563.90		1,619.55	
	(b)	Capital work-in-progress	4	21.50		19.99		14.98		10.73	
	(c)	Investment Property	5	3,449.30		3,073.47		2,781.82		2,703.98	
	(d)	Other Intangible assets	6	697.60		714.83		719.04		721.13	
	(e)	Intangible assets under development	6	7,431.70		5,465.77		738.57		151.36	
	(f)	Financial Assets	7								
		(i) Investments	7.1	5,710.80		5,297.68		3,494.69		1,735.62	
		(ii) Trade Receivables	7.2	562.90		240.76		25.37		478.96	
		(iii) Loans	7.3	7.40		789.05		606.06		1,286.01	
		(iv) Others	7.4	479.90		772.85		473.25		51.20	
	(g)	Deferred tax assets (Net)	8	1,377.10		1,450.48		2,116.03		2,675.17	
	(h)	Other non-current assets	9	3,979.50		4,036.61		2,494.12		2,453.75	
	Total Non-current assets				25,155.20		23,317.58		15,027.83		13,887.46
2	**Current assets**										
	(a)	Inventories	10	1,050.10		1,393.37		1,406.22		1,144.36	
	(b)	Financial Assets	11	--							

	Particulars	Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
	(i) Investments	11.1	4,234.70		2,499.14		1,380.15		683.91	
	(ii) Trade Receivables	11.2	7,591.40		5,834.56		6,815.27		5,801.33	
	(iii) Cash and cash equivalents	11.3	6,076.00		14,537.44		25,906.76		13,212.14	
	(iv) Other Bank Balances	11.4	37,805.50		32,993.78		21,313.07		20,577.77	
	(v) Loans	11.5	30.50		802.14		17.05		204.71	
	(vi) Others	11.6	6,495.60		2,661.68		2,218.90		1,429.23	
	(c) Current Tax Assets (Net)		228.20		55.72		191.04		184.74	
	(d) Other current assets	12	7,468.40		8,218.70		7,117.78		8,084.36	
	Total Current assets			70,980.40		68,996.53		66,366.23		51,322.55
	Total Assets			**96,135.60**		**92,314.11**		**81,394.06**		**65,210.01**
II.	**EQUITY AND LIABILITIES**									
1	**Equity**									
	(a) Equity Share Capital	13	940.50		989.80		197.96		197.96	
	(b) Other Equity	14	36,253.01		37,181.28		36,191.19		34,335.50	
	Equity attributable to Owners of the parent		37,193.51		38,171.08		36,389.15		34,533.46	
	Non Controlling Interest		-		196.21		218.45		212.84	
	Total Equity			37,193.51		38,367.29		36,607.60		34,746.30
2	**Liabilities**									
(i)	**Non-current liabilities**									
	(a) Financial Liabilities	15								
	(i) Trade Payables	15.1	-		4.55		56.31		82.00	
	(ii) Other financial liabilities	15.2	3,100.50		1,292.68		1,108.63		871.94	

Particulars			Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
	(b)	Provisions	16	768.42		762.26		1,497.80		3,384.95	
	(c)	Other Non-Current Liabilities	17	8,580.10		18,263.27		9,648.02		926.16	
	Total Non-current liabilities				12,449.02		20,322.76		12,310.76		5,265.05
(ii)	**Current liabilities**										
	(a)	Financial Liabilities	18								
		(i) Trade payables	18.1	4,715.00		3,599.00		4,003.82		4,425.57	
		(ii) Other financial liabilities	18.2	4,769.20		5,635.82		5,132.62		5,270.90	
	(b)	Other current liabilities	19	34,039.30		21,165.71		19,171.12		11,001.73	
	(c)	Provisions	16	2,750.28		2,985.20		3,542.65		3,276.51	
	(d)	Current Tax liability (Net)		219.30		238.33		625.49		1,223.95	
	Total Current liabilities				46,493.08		33,624.06		32,475.70		25,198.66
	Total Equity and Liabilities				**96,135.60**		**92,314.11**		**81,394.06**		**65,210.01**

RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS & LIABILITIES
as at 31st March 2014

(₹ in million)

Particulars				Note No.	As at 31st March 2014		As at 31st March 2013	
I.	**EQUITY AND LIABILITIES**							
1	**Shareholders' funds**							
	(a)	Share capital		3	197.96		197.96	
	(b)	Reserves and surplus		4	29,964.87	30,162.83	24,622.01	24,819.97
	Minority Interest					203.15		92.77
2	**Non-current liabilities**							
	(a)	Long term liabilities		5	1,931.26		3,826.08	
	(b)	Long term provisions		6	4,071.41	6,002.67	4,277.81	8,103.89
3	**Current liabilities**							
	(a)	Trade payables		7	5,906.05		6,373.81	
	(b)	Other current liabilities		8	11,657.01		16,075.41	
	(c)	Short-term provisions		9	8,202.94	25,766.00	6,923.24	29,372.46
		TOTAL				**62,134.65**		**62,389.08**
II.	**ASSETS**							
1	**Non-current assets**							
	(a)	Fixed assets		10				
		(i)	Tangible assets		1,653.22		1,780.72	
		(ii)	Intangible assets		507.45		0.00	
		(iii)	Intangible assets under development	11	107.20		8.02	
		(iv)	Capital work-in-progress	12	220.88		691.68	
		(v)	Machinery in Transit		156.35		-	
	(b)	Non-current investments		13	2,578.14		1,801.37	

Particulars			Note No.	As at 31st March 2014		As at 31st March 2013	
	(c)	Deferred tax assets (Net)	14	3,006.90		2,689.87	
	(d)	Long-term loans and advances	15	6,506.63		3,871.95	
	(e)	Other non-current assets	16	51.08	14,787.85	839.14	11,682.75
2	**Current assets**						
	(a)	Current investments	17	1,760.19		649.50	
	(b)	Inventories	18	1,241.88		1,245.65	
	(c)	Trade receivables	19	6,525.65		9,264.19	
	(d)	Cash and Bank balances	20	27,377.26		31,164.76	
	(e)	Short-term loans and advances	21	5,499.45		4,350.99	
	(f)	Other current assets	22	4,942.37	47,346.80	4,031.24	50,706.33
	TOTAL				**62,134.65**		**62,389.08**
	Summary of Significant Accounting Policies		1 - 2				

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in million)

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
I.	**Revenue :**					
	Revenue from operations	20	24,129.40	29,480.63	23,769.99	28,761.66
	Add :- Company share of turnover in Integrated Joint operations		129.60	899.01	1,039.25	886.17
			24,259.00	30,379.64	24,809.24	29,647.83
II.	Other income	21	1,653.26	2,633.84	4,277.13	2,677.22
III.	**Total Income (I + II)**		25,912.26	33,013.48	29,086.37	32,325.05
IV.	**Expenses:**					
	Operating Expenses	22	20,717.05	24,904.73	19,235.88	20,278.82
	Employee benefits expenses	23	1,700.10	1,560.74	1,806.85	1,943.79
	Finance costs	24	521.10	586.52	432.97	287.31
	Depreciation, amortization and impairment	25	121.20	266.70	308.97	220.47
	Other Expenses (Administrative)	22	255.40	366.53	268.15	307.93
	Proportionate share of expenses in Integrated Joint operations		82.30	563.94	972.45	862.31
	Total Expenses (IV).		23,397.15	28,249.16	23,025.27	23,900.63
V.	**Profit/(loss) before share of profit/(loss) of joint venture and exceptional items and tax (III-IV)**		2,515.11 --	4,764.32	6,061.10	8,424.42
VI.	Exceptional items	27A	--	736.94	-	-
VII.	Share in Profit/(Loss) of Joint Ventures		96.20	56.02	54.89	(78.58)
VIII.	Profit before tax (V + VI + VII)		2,611.31	5,557.27	6,116.00	8,345.84

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
IX	Tax expenses:	`				
	(1) Current tax	8				
	- For the year		661.50	1,233.39	1,568.26	1,976.06
	- For earlier years (net)		-	(183.41)	50.72	407.74
	(2) Deferred tax (net)		73.30	665.45	565.94	331.73
	Total Tax Expense		734.80	1,715.43	2,184.92	2,715.53
X	**Profit for the year from continuing operation (VIII - IX)**		**1,876.51**	**3,841.84**	**3,931.08**	**5,630.31**
XI	Profit/(loss) from discontinued operations		-	-	-	-
XII	Tax Expense of discontinued operations		-	-	-	-
XIII	Profit/(loss) from discontinued operations (after tax) (XI-XII) before share of J.V and Minority Interest		-	-	-	-
X	**Profit/(loss) for the period (X+XIII)**		**1,876.51**	**3,841.84**	**3,931.08**	**5,630.31**
XI	**<u>Other Comprehensive Income</u>**	26				
	A. (i) Items that will not be reclassified to profit or loss		-	48.18	13.19	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		-	(16.67)	(4.56)	(1.06)
	B. (i) Items that will be reclassified to profit or loss		370.70	161.58	(574.61)	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		-128.30	(55.92)	259.35	(35.48)
			242.40	**137.17**	**(306.63)**	**70.97**
XII	**Total Comprehensive Income for the year (X +XI) before share of J.V and Non Controlling Interest (Comprising**		**2,118.91**	**3,979.01**	**3,624.44**	**5,701.28**

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	profit and other comprehensive income for the year)					
	Total Comprehensive Income attributable to					
	Owners of the parent		**2,118.91**	**4,001.22**	**3,618.83**	**5,710.97**
	Less: Non Controlling Interest		**-**	**(22.24)**	**5.61**	**(9.69)**
XIII	**Total Comprehensive Income after share of Non Controlling Interest**		**2,118.91**	**3,978.98**	**3,624.44**	**5,701.28**
XIII	Earnings Per Equity Share:					
	(For Continuing Operation)					
	(1) Basic	49	18.98	38.81	39.72	284.42
	(2) Diluted		18.98	38.81	39.72	284.42

RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS
For Year ended 31st March 2014

(₹in million)

	Particulars	Note No.	For the year ended 31st March 2014	For the year ended 31st March 2013
I.	**Revenue :**			
	Revenue from operations	23	38,973.46	42,939.30
	Other income	24	2,534.24	2,492.28
	Total Revenue		41,507.70	45,431.58
II.	**Expenses:**			
	Operating and administrative expenses :	25		
	- Operating Expenses		27,107.82	31,749.61
	- Administrative Expenses		377.11	241.95
	Employee remuneration and benefits	26	2,321.21	2,001.51
	Finance costs	27	385.35	108.93
	Depreciation and amortization expense	10	342.67	429.76
	Total Expenses		30,534.16	34,531.76
III.	**Profit Before Tax (I - II)**		10,973.54	10,899.82
IV.	Add / (less) minority interest in (income) / losses		(12.38)	5.23
V.	Tax expense:			
	(1) Current tax			
	- For the year		3,541.80	3,028.38
	- For earlier years (net)		266.58	623.75

	(2) Deferred tax (net)	14	(317.02)	(796.03)
	Total Tax Expense		3491.36	2,856.10
VI.	**Profit for the year (III + IV - V)**		7,469.80	8,048.95
VII.	Earnings per equity share - Basic and Diluted (in ₹)	45	377.34	406.60

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(₹ in million)

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation		2,611.31	5,557.27	6,116.00	8,345.84
Adjustment for :					
Items of Other Comprehensive Income		370.70	209.76	(561.42)	107.51
Depreciation, amortization and impairment		121.20	266.85	308.96	220.91
Profit on sale of assets (net)		(19.00)	(3.21)	(8.63)	14.25
Profit on Sale of Investments		-	(736.94)	-	-
Interest Income		(888.02)	(2,006.87)	(2,404.78)	(2,147.15)
Dividend Income		(119.20)	(33.67)	(55.38)	(31.23)
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		377.60	384.58	(1,084.28)	(173.31)
Operating Profit before working capital changes	**(1)**	**2,454.59**	**3,637.78**	**2,310.46**	**6,336.82**
Adjustment for :					
Decrease / (Increase) in Trade Receivables / Financial Assets - Loans		(1,763.60)	207.63	(1,080.60)	1,860.36
Decrease / (Increase) in Inventories		343.60	12.85	(261.86)	43.62
Decrease / (Increase) in Other Assets & Financial Assets		(3,450.40)	(2,850.50)	500.88	745.19
(Decrease) / Increase in Trade Payables		1,116.00	(404.82)	(421.75)	(1,450.23)
(Decrease) / Increase in Other Liabilities, Financial Liabilities & Provisions		3,289.08	9,142.62	14,448.71	1,504.01
	(2)	**(465.62)**	**6,107.78**	**13,185.38**	**2,702.95**
Cash generated from operation	**(1+2)**	**1,988.97**	**9,745.56**	**15,495.85**	**9,039.78**
Income Tax Paid		(372.09)	(564.61)	(1,081.56)	(1,454.30)

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
NET CASH FROM OPERATING ACTIVITIES	**(A)**	**1,616.89**	**9,180.95**	**14,414.29**	**7,585.48**
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property, Plant and Equipment including CWIP		(2,036.50)	(4,867.14)	(710.52)	(192.37)
Purchase of Intangible Assets/Intangible Assets under Dev.		(0.80)	(69.66)	(11.51)	(271.18)
Purchase / Proceeds of Investment Property		(376.16)	(292.08)	(78.31)	(2,430.01)
Sale of Property, Plant and Equipments& Intangible Assets		3.90	60.45	37.91	205.92
Sale of Investments		-	792.28	-	500.00
Investments in Mutual Funds		(1,735.60)	(1,174.33)	(696.24)	798.48
Loan to Subsidiaries & Joint Ventures		1,560.00	(195.00)	(284.97)	(608.15)
Repayment of Loan from Subsidiaries & Joint Ventures		-	-	1,499.89	
(Decrease) / Increase in Minority Interest		(196.20)	-	-	
Interest Received		1,282.54	1,248.92	2,071.99	2,317.22
Dividend Received		119.20	33.67	55.38	31.23
Investment in Equity Shares		(412.98)	(1,802.99)	(507.20)	305.25
Investment in Bonds		(0.10)	0.22	(1,251.87)	-
(Investment) / Maturity of Bank Deposits (having maturity of more than 3 months)		(4,811.80)	(11,680.71)	(735.30)	(8,677.06)
NET CASH FROM INVESTING ACTIVITIES	**(B)**	**(6,604.50)**	**(17,946.38)**	**(610.76)**	**(8,020.67)**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(1,170.50)	(2,217.38)	(2,191.99)	(1,899.73)

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Payment of fee for increase in share capital		(19.80)			
Derecognition of Equity in Subsidiary		(0.20)			
Payment for Buy Back of shares		(1,905.90)			
Share Issue Expenses			(1.93)	(1.20)	-
NET CASH FROM FINANCING ACTIVITIES	**(C)**	(3,096.40)	**(2,219.31)**	**(2,193.19)**	**(1,899.73)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(377.60)**	**(384.58)**	**1,084.28**	**173.31**
NET DECREASE IN CASH & CASH EQUIVALENT	**A+B+C+D)**	**(8,461.60)**	**(11,369.32)**	**12,694.62**	**(2,161.61)**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**14,537.60**	**25,906.76**	**13,212.14**	**15,373.75**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**6,076.00**	**14,537.44**	**25,906.76**	**13,212.14**
NET DECREASE IN CASH & CASH EQUIVALENT	**(F - E)**	**(8,461.60)**	**(11,369.32)**	**12,694.62**	**(2,161.61)**

RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW STATEMENT
For the year ended on 31st March 2014

(₹ in million)

		2013-14		**2012-13**	
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation & extraordinary items		10,973.54		10,899.82	
Adjustment for :					
Depreciation		342.67		429.76	
Amortisation of premium on investment		3.48		3.60	
Impairement of Investment		-		-	
Loss / (Profit) on sale of assets(net)		(1.92)		(30.39)	
Interest Income		(2,271.08)		(2,104.77)	
Provisions - (Additions - Write back) (Net)		1,400.18		1,019.61	
Minority interest in (income) / losses		(12.38)		5.23	
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		87.59		(194.24)	
Operating Profit before working capital changes	**(1)**	**10,522.08**		**10,028.62**	
Adjustment for :					
Decrease / (Increase) in Trade Receivables / Loans & Advances		1,319.99		1,284.06	
Decrease / (Increase) in Inventories		3.77		99.61	
Decrease / (Increase) in Other Assets		(468.30)		(925.79)	
(Decrease) / Increase in Trade Payables		(467.76)		1,074.20	
(Decrease) / Increase in Other Liabilities & Provisions		(10,255.02)		(3,225.55)	
(Decrease) / Increase in Minority Interest		110.38		92.77	
	(2)	**(9,756.94)**		**(1,600.70)**	
Cash generated from operation	**(1+2)**	**765.14**		**8,427.92**	
Income Tax Paid		(2,364.50)		(2,833.10)	
NET CASH FROM OPERATING ACTIVITIES	**(A)**		**(1,599.36)**		**5,594.82**

		2013-14		2012-13	
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets including Capital WIP		(526.24)		(427.12)	
Sale of Fixed Assets		20.40		55.49	
Interest Received		2,616.32		1,457.73	
Investment in Equity and Bonds		(1,890.94)		(420.37)	
NET CASH FROM INVESTING ACTIVITIES	**(B)**		**219.54**		**665.73**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(2,331.55)		(1,322.93)	
NET CASH FROM FINANCING ACTIVITIES	**(C)**		**(2,331.55)**		**(1,322.93)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**		**(76.13)**		**194.24**
NET INCREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**		**(3,787.50)**		**5,131.87**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**		**31,164.76**		**26,032.89**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**		**27,377.26**		**31,164.76**
NET INCREASE IN CASH & CASH EQUIVALENT	**(F-E)**		**(3,787.50)**		**5,131.87**

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in millions)

		Particulars	Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.		**ASSETS**									
1		**Non-current assets**									
	(a)	Property, Plant and equipment	3	1,362.60		1,370.78		1,463.97		1,507.40	
	(b)	Capital work-in-progress	4	0.60		-		14.98		3.81	
	(c)	Investment Property	5	3,449.30		3,073.46		2,781.83		2,703.98	
	(d)	Other Intangible assets	6	9.30		12.08		1.00		0.30	
	(e)	Intangible assets under development	6			-		10.06		10.06	
	(f)	Financial Assets	7								
		(i) Investments	7.1	9,833.40		9,719.85		6,052.83		4,078.08	
		(ii) Trade Receivables	7.2	553.30		231.19		25.36		478.96	
		(iii) Loans	7.3	6,758.60		3,398.43		857.35		1,600.45	
		(iv) Others	7.4	479.30		772.14		842.26		50.82	
	(g)	Deferred tax assets (Net)	8	1,582.40		1,610.49		2,223.14		2,743.13	
	(h)	Other non-current assets	9	3,979.40		4,036.38		2,493.99		2,453.41	
		Total Non-current assets			28,008.20		24,224.80		16,766.77		15,630.40
2		**Current assets**									
	(a)	Inventories	10	1,050.10		1,393.37		1,406.15		1,144.36	
	(b)	Financial Assets	11								
		(i) Investments	11.1	4,234.70		2,499.14		1,380.16		683.91	
		(ii) Trade Receivables	11.2	7,190.20		5,433.44		6,966.88		5,715.03	
		(iii) Cash and cash equivalents	11.3	4,786.20		13,947.00		24,570.25		11,890.42	
		(iv) Other Bank Balances	11.4	37,460.50		32,628.33		20,960.79		20,324.27	
		(v) Loans	11.5	29.60		847.70		39.51		204.13	
		(vi) Others	11.6	5,304.20		2,592.60		2,074.45		1,484.78	
	(c)	Current Tax Assets (Net)		163.40		17.17		189.78		125.60	
	(d)	Other current assets	12	7,452.30		8,092.72		7,013.04		8,084.13	
		Total Current assets			67,671.20		67,451.47		64,601.01		49,656.63
		Total Assets			**95,679.40**		**91,676.27**		**81,367.78**		**65,287.03**
II.		**EQUITY AND LIABILITIES**									

1	**Equity**									
	(a) Equity Share Capital	13	940.50		989.80		197.96		197.96	
	(b) Other Equity	14	36,201.38		37,290.46		36,472.08		34,915.47	
	Total Equity			37,141.88		38,280.26		36,670.04		35,113.43
2	**Liabilities**									
(i)	**Non-current liabilities**									
	(a) Financial Liabilities	15								
	(i) Trade Payables	15.1	11.10		4.55		56.33		82.00	
	(ii) Other financial liabilities	15.2	3,100.40		1,292.32		1,109.01		871.91	
	(b) Provisions	16	768.30		761.77		1,497.80		3,380.49	
	(c) Other Non-Current Liabilities	17	8,252.10		17,926.39		9,566.12		734.62	
	Total Non-current liabilities			12,131.90		19,985.03		12,229.26		5,069.02
(ii)	**Current liabilities**									
	(a) Financial Liabilities	18								
	(i) Trade payables	18.1	4,740.72		3,630.05		4,058.48		4,476.74	
	(ii) Other financial liabilities	18.2	4,726.00		5,468.79		5,086.57		5,251.49	
	(b) Other current liabilities	19	33,970.00		21,089.29		19,169.61		10,938.79	
	(c) Provisions	16	2,749.60		2,984.51		3,541.36		3,276.51	
	(d) Current Tax liability (Net)		219.30		238.34		612.46		1,161.05	
	Total Current liabilities			46,405.62		33,410.98		32,468.48		25,104.58
	Total Equity and Liabilities			**95,679.40**		**91,676.27**		**81,367.78**		**65,287.03**

RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹ in Millions)

Particulars		Note No.	As at 31st March 2014		As at 31st March 2013	
I.	**EQUITY AND LIABILITIES**					
1	**Shareholders' funds**					
	(a) Share Capital	3	197.96		197.96	
	(b) Reserve & Surplus	4	30,052.86	30,250.82	24,787.41	24,985.37
2	**Non-current liabilities**					
	(a) Long Term Liabilities	5	1,722.20		3,826.09	
	(b) Long Term provisions	6	4,071.41	5,793.61	4,277.81	8,103.90
3	**Current liabilities**					
	(a) Trade payables	7	5,952.06		6,341.09	
	(b) Other current liabilities	8	11,563.35		16,040.84	
	(c) Short-term provisions	9	8,158.56	25,673.97	6,922.05	29,303.98
	TOTAL			**61,718.40**		**62,393.25**
II.	**ASSETS**					
1	**Non-current assets**					
	(a) Fixed assets	10				
	(i) Tangible assets		1,530.91		1,779.31	
	(ii) Intangible assets		0.06		0.00	
	(iii) Intangible assets under development	11	10.06		8.02	
	(iv) Capital work-in-progress	12	-		8.78	
	(v) Machinery in Transit		156.35		-	
	(b) Non-current investments	13	3,182.12		2,303.37	

Particulars			Note No.	As at 31st March 2014		As at 31st March 2013	
	(c)	Deferred tax assets (Net)	14	3,013.67		2,689.80	
	(d)	Long-term loans and advances	15	6,946.76		4,171.77	
	(e)	Other non-current assets	16	50.82	14,890.75	838.92	11,799.97
2	**Current assets**						
	(a)	Current Investments	17	1,760.19		649.50	
	(b)	Inventories	18	1,187.97		1,245.64	
	(c)	Trade receivables	19	6,530.89		9,311.55	
	(d)	Cash and Bank balances	20	26,753.55		30,837.76	
	(e)	Short-term loans and advances	21	5,611.57		4,447.81	
	(f)	Other current assets	22	4,983.48	46,827.65	4,101.02	50,593.28
		TOTAL			**61,718.40**		**62,393.25**
	Summary of Significant Accounting Policies		1 - 2				

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Millions)

	Particulars	Note No.	For the Period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
I.	**Revenue :**					
	Revenue from operations	20	23,402.40	29,048.98	23,145.87	28,652.83
	Add :- Company share of turnover in Integrated Joint operations		129.60	899.01	1,039.24	886.17
			23,532.00	29,947.99	24,185.11	29,539.00
II.	Other income	21	1,944.90	2,596.29	4,158.38	2,653.33
III.	**Total Income (I + II)**		25,476.90	32,544.28	28,343.49	32,192.33
IV.	**Expenses:**					
	Operating Expenses	22	20,506.00	24,786.43	18,880.65	20,460.01
	Employee benefits expenses	23	1,654.30	1,503.75	1,762.69	1,879.83
	Finance costs	24	524.40	606.02	431.89	287.00
	Depreciation, amortization and impairment	25	96.20	178.76	282.16	199.20
	Other Expenses (Administrative)	22	237.70	324.98	247.41	300.28
	Proportionate share of expenses in Integrated Joint operations		82.30	563.94	972.45	862.31
	Total Expenses (IV).		23,100.90	27,963.88	22,577.25	23,988.63
V.	**Profit Before exceptional items and Tax (III - IV)**		2,376.00	4,580.40	5,766.23	8,203.70
VI.	Exceptional items	27A	-	736.94	-	-
VII.	Profit before tax (V + VI)		2,376.00	5,317.34	5,766.23	8,203.70
VIII.	Tax expenses:					
	(1) Current tax	8				
	- For the year		632.40	1,186.37	1,500.53	1,932.96
	- For earlier years (net)		-	(172.12)	49.78	408.93
	(2) Deferred tax (net)		28.10	612.64	522.88	270.53

	Particulars	Note No.	For the Period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
	Total Tax Expense		660.50	1,626.89	2,073.20	2,612.42
IX	**Profit for the year from continuing operation (VII - VIII)**		**1,715.50**	**3,690.45**	**3,693.04**	**5,591.28**
X	**Other Comprehensive Income**	26				
	A. (i) Items that will not be reclassified to profit or loss		-	48.18	13.19	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		-	(16.67)	(4.56)	(1.06)
	B. (i) Items that will be reclassified to profit or loss		370.70	161.58	(574.61)	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		(128.30)	(55.92)	259.40	(35.48)
			242.40	**137.16**	**(306.58)**	**70.97**
XI	**Total Comprehensive Income for the year (IX +X) (Comprising profit and other comprehensive income for the year)**		**1,957.90**	**3,827.61**	**3,386.45**	**5,662.25**
XII	Earnings Per Equity Share: (For Continuing Operation)					
	(1) Basic	47	17.35	37.28	37.31	282.44
	(2) Diluted		17.35	37.28	37.31	282.44

RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Millions)

	Particulars	**Note No.**	**For the year ended 31st March 2014**	**For the year ended 31st March 2013**
I.	**Revenue :**			
	Revenue from operations	23	38,946.86	42,911.67
	Proportionate share of construction revenue in Jointly Controlled Entities		88.06	129.56
			39,034.92	**43,041.23**
	Other income	24	2,553.30	2,559.36
	Total Revenue		**41,588.22**	**45,600.59**
II.	**Expenses:**			
	Operating and administrative expenses :	25		
	- Operating Expenses		27,368.83	31,758.09
	- Administrative Expenses		362.16	233.07
	Employee remuneration and benefits	26	2,210.68	1,975.97
	Finance costs	27	384.52	108.74
	Proportionate share of expenses in Jointly Controlled Entities		96.15	115.87
	Depreciation and amortization expense	10	336.39	429.61
	Total Expenses		**30,758.73**	**34,621.35**
III.	**Profit Before Tax (I - II)**		10,829.49	10,979.24
IV.	Tax expense:			
	(1) Current tax			
	- For the year		3,481.99	3,020.00
	- For earlier years (net)		267.52	623.43
	(2) Deferred tax (net)	14	(323.87)	(796.07)
	Total Tax Expense		3425.64	2,847.36
V.	**Profit for the year (III - IV)**		**7,403.85**	**8,131.88**
VI.	Earnings per equity share - Basic and Diluted (in ₹)	45	374.01	410.78

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in Millions)

		31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation		2,376.00	5,317.34	5,766.23	8,203.70
Adjustment for :					
Items of Other Comprehensive Income		370.70	209.75	(561.42)	107.51
Depreciation, amortization and impairment		96.20	178.74	282.10	199.19
Profit on sale of assets (net)		(19.00)	(3.21)	(8.62)	14.25
Profit on Sale of Investments		-	(736.94)	-	-
Interest Income		(1,179.50)	(1,967.04)	(2,310.56)	(2,082.92)
Dividend Income		(119.10)	(33.67)	(55.38)	(31.23)
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		377.50	383.51	(1,084.28)	(173.91)
Operating Profit before working capital changes	**(1)**	**1,902.80**	**3,348.48**	**2,028.06**	**6,236.59**
Adjustment for :					
Decrease / (Increase) in Trade Receivables Financial Assets - Loans		(1,763.10)	1,539.87	(1,496.97)	1,980.01
Decrease / (Increase) in Inventories		343.30	12.78	(261.79)	43.62
Decrease / (Increase) in Other Assets & Financial Assets		(2,449.70)	(2,491.12)	356.93	591.82
(Decrease) / Increase in Trade Payables		1,110.60	(428.43)	(418.26)	(1,475.33)
(Decrease) / Increase in Other Liabilities, Financial Liabilities & rovisions		3,438.20	8,768.41	14,888.03	1,378.29
	(2)	**679.30**	**7,401.51**	**13,067.94**	**2,518.41**
Cash generated from operation	**(1 + 2)**	**2,582.10**	**10,750.00**	**15,096.00**	**8,755.00**
Income Tax Paid		(314.40)	(556.00)	(1,075.40)	(1,454.30)

NET CASH FROM OPERATING ACTIVITIES	**(A)**	**2,267.70**	**10,194.00**	**14,020.60**	**7,300.70**
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Property, Plant and Equipment including CWIP		(69.20)	(124.95)	(130.92)	(180.72)
Purchase of Intangible Assets		(0.80)	(3.27)	(1.15)	(2.23)
Purchase / Proceeds of Investment Property		(376.20)	(292.08)	(78.31)	(2,654.79)
Sale of Property, Plant and Equipments& Intangible Assets		29.10	60.34	37.80	205.92
Sale of Investments		-	792.28	-	-
Exchange Gain/Loss on Property, Plant & Equipment		(25.80)	-	-	-
Investments in Mutual Funds		(1,735.40)	(1,174.32)	(696.25)	1,298.46
Loan to Subsidiaries & Joint Ventures		(4,210.20)	(3,401.50)	(285.00)	(630.22)
Repayment of Loan from Subsidiaries & Joint Ventures		1,674.50	45.80	1,437.84	166.54
Interest Received		1,585.80	1,182.06	2,039.71	2,405.42
Dividend Received		119.30	33.67	55.38	31.24
Investment in Equity Shares		(113.70)	(3,666.83)	(722.90)	(923.24)
Investment in Bonds		-	-	(1,251.81)	-
(Investment) / Maturity of Bank Deposits (having maturity of ıore than 3 months)		(4,832.20)	(11,667.54)	(636.53)	(8,648.94)
NET CASH FROM INVESTING ACTIVITIES	**(B)**	**(7,954.80)**	**(18,216.36)**	**(232.15)**	**(8,932.56)**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(1,171.00)	(2,217.38)	(2,191.95)	(1,899.74)
Payment of Fee for increase in Authorised Capital		(19.80)	-	-	-
Payment to DIPAM for Buy Back of shares		(1,905.90)	**-**	**-**	**-**

NET CASH FROM FINANCING ACTIVITIES	**(C)**	**(3,096.20)**	**(2,217.38)**	**(2,191.95)**	**(1,899.74)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(377.50)**	**(383.51)**	**1,084.28**	**173.91**
NET DECREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**	**(9,160.80)**	**(10,623.25)**	**12,680.79**	**(3,357.69)**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**13,947.00**	**24,570.25**	**11,889.46**	**15,248.11**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**4,786.20**	**13,947.00**	**24,570.25**	**11,890.42**
NET DECREASE IN CASH & CASH EQUIVALENT	**(F-E)**	**(9,160.80)**	**(10,623.25)**	**12,680.79**	**(3,357.69)**

RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in Millions)

		2013-14		2012-13	
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation & extraordinary items		10,829.49		10,979.24	
Adjustment for :					
Depreciation		336.39		429.61	
Amortisation of premium on investment		3.48		3.60	
Impairement of Investment		-		-	
Loss / (Profit) on sale of assets(net)		(1.92)		(30.37)	
Interest Income		(2,295.13)		(2,088.84)	
Provisions - (Additions - Write back) (Net)		1,400.18		1,019.62	
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		77.21		(191.11)	
Operating Profit before working capital changes	**(1)**	**10,349.70**		**10,121.75**	
Adjustment for :					
Decrease / (Increase) in Trade Receivables / Loans & Advances		1,191.42		1,967.86	
Decrease / (Increase) in Inventories		57.67		99.44	
Decrease / (Increase) in Other Assets		(468.31)		(925.34)	
(Decrease) / Increase in Trade Payables		(389.03)		1,042.01	
(Decrease) / Increase in Other Liabilities & Provisions		(10,507.81)		(3,817.03)	
	(2)	**(10,116.06)**		**(1,633.06)**	
Cash generated from operation	**(1+2)**	**233.64**		**8,488.69**	
Income Tax Paid		(2,349.50)		(2,826.70)	
NET CASH FROM OPERATING ACTIVITIES	**(A)**		**(2,115.86)**		**5,661.99**
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets including Capital WIP		(256.15)		(302.42)	
Sale of Fixed Assets		20.40		55.31	
Interest Received		2,669.08		1,416.34	
Investment in Equity and Bonds		(1,992.92)		(873.50)	
NET CASH FROM INVESTING ACTIVITIES	**(B)**		**440.41**		**295.73**
CASH FLOW FROM FINANCING ACTIVITIES					
dend (including Dividend Distribution Tax) paid		(2,331.55)		(1,322.94)	
NET CASH FROM FINANCING ACTIVITIES	**(C)**		**(2,331.55)**	**-**	**(1,322.94)**

		2013-14	2012-13
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(77.21)**	**191.11**
NET INCREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**	**(4,084.21)**	**4,825.90**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**30,837.76**	**26,011.86**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**26,753.55**	**30,837.76**
NET INCREASE IN CASH & CASH EQUIVALENT	**(F-E)**	**(4,084.21)**	**4,825.90**

THE OFFER

The following table summarises the Offer details:

Offer(1)	Up to 9,905,157 Equity Shares aggregating to ₹ [●] million
consisting of:	
Employee Reservation Portion(2) (3)	Up to 500,000 Equity Shares aggregating to ₹ [●] million
Net Offer	9,405,157 Equity Shares aggregating to ₹ [●] million
Consisting of	
A. **QIB Portion**(2)	4,702,578 Equity Shares of ₹10 each
Of which:	
Mutual Funds Portion	235,129 Equity Shares of ₹10 each
Balance for all QIBs including Mutual Funds	4,467,449 Equity Shares of ₹ 10 each
B. **Non-Institutional Portion**(2)	Not less than 1,410,774 Equity Shares of ₹ 10 each
C. **Retail Portion**(2) and (3)	Not less than 3,291,805 Equity Shares
Pre and post – Offer Equity Shares	
Equity Shares outstanding prior to and post completion of the Offer	94,051,574 Equity Shares
Use of proceeds of this Offer	*As the Offer is an offer for sale of the Offered Shares, our Company will not receive any proceeds from the Offer. See "Objects of the Offer" on page 113.*

1) *The Offer has been authorised by our Board pursuant to a resolution passed at its meeting held on [●]. MoR, vide its letter dated February 08, 2018, has approved the disinvestment of 10.53%, including the Employee Reservation Portion, of our Promoter's shareholding in our Company.*

   The Selling Shareholder confirms that the Offered Shares have been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus, in accordance with Regulation 26(6) of the SEBI ICDR Regulations.

2) *Eligible Employees Bidding in the Employee Reservation Portion (if any) can Bid up to a Bid Amount of ₹ 500,000 (excluding Employee Discount). However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion, the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000 (excluding Employee Discount). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation over ₹ 200,000), shall be added to the Net Offer. Only in the event of an under-subscription in the Employee Reservation Portion post the initial allotment, such unsubscribed portion may be Allotted on a proportionate basis to Eligible Employees bidding in the Employee Reservation Portion, for a value in excess of ₹200,000 (excluding Employee Discount), subject to the total Allotment to an Eligible Employee not exceeding ₹500,000 (excluding Employee Discount). Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis.*

However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. For further details, see "Offer Structure" on page 732.

3) *The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a discount of up to [●]% equivalent to ₹ [●] per Equity Share on the Offer Price to the Retail Individual Bidders and upto 5% equivalent to ₹ [●] per Equity Share on the Eligible Employees Bidding under the Employee Reservation Portion (if any). The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 736.*

Allocation to Bidders in all categories, except the Retail Portion, shall be made on a proportionate basis. For further details, see *"Offer Procedure – Allotment Procedure and Basis of Allotment"* on page 736.

GENERAL INFORMATION

Our Company was incorporated as "*Indian Railway Construction Company Private Limited*" on April 28, 1976 in Delhi, as a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the then Registrar of Companies, Delhi and Haryana. Our Company became a public limited company with effect from November 20, 1976 and a certificate of incorporation consequent upon conversion to public limited company was issued by the then Registrar of Companies, Delhi and Haryana in the name of *"Indian Railway Construction Company Limited"*. Subsequently, the name of our Company was changed to its present name "*IRCON International Limited*" and a fresh certificate of incorporation consequent upon change of name dated October 17, 1995 was issued by the Registrar of Companies, N.C.T. of Delhi and Haryana. The Corporate Identity Number of our Company is U45203DL1976GOI008171 and the registration number of our Company is 008171.

Registered Office of our Company

Ircon International Limited
Plot no. C - 4, District Centre
Saket, New Delhi – 110 017, India
Telephone: +91 11 2956 5666
Fax: +91 11 2652 2000/2685 4000
E-mail: cosecy@ircon.org
Website: www.ircon.org

For further details of changes in the name and registered office of our Company, see *"History and Certain Corporate Matters"* on page 180.

Address of the Registrar of Companies

Our Company is registered with the Registrar of Companies, National Capital Territory of Delhi & Haryana, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110 019, India.

Board of Directors of our Company

The table below sets forth the details of the constitution of our Board of Directors as on the date of this Draft Red Herring Prospectus:

Name	Designation	DIN	Address
Sunil Kumar Chaudhary	Chairman and Managing Director	00515672	622, Asian Village Games Complex, New Delhi – 110049, India
Deepak Sabhlok	Director - Projects (Whole-time)	03056457	262, Ganpat Andalkar Block, Asian Games Village, South Delhi, New Delhi – 110049, India
Hitesh Khanna	Director –Works (Whole-time)	02789681	Flat No. 563, Sachin Nagar Block, Khel Gaon, New Delhi – 110049, India
Mukesh Kumar Singh	Director - Finance (Whole-time) and Chief Finance Officer	06607392	Flat No. 556, Sachin Nag Block, Asiad Village Complex, New Delhi, 110049, India
Rajiv Chaudhry	Government Nominee (Part-Time Official) Director	03146422	C – 129, Sector – 50, Noida – 201301, Uttar Pradesh, India
Ved Pal	Government Nominee (Part-Time Official) Director	07902760	26 Railway Officers Enclave, SP Marg, Chanakya Puri, New Delhi – 1100 21, India
Sanjay Kumar Singh	Independent (Part-Time Non-Official) Director	00003695	216, A.J.C. Bose Road, Kolkata – 700 017, West Bengal, India
Avineesh Matta	Independent (Part-Time Non-Official) Director	00011749	4-F, Gopala Tower, Rajindra Place, New Delhi 110 008, India

Name	Designation	DIN	Address
Vasudha Vasant Kamath	Independent (Part-Time Non-Official) Director	07500096	105, Bianca Gundavali Azad Road, Andheri East, Near BMC Office, Mumbai- 400 069, Maharashtra, India
Chitta Balasatya Venkataramana	Independent (Part-Time Non-Official) Director	03179171	Flat No. 4C, Kinellan Towers, Napean Sea Road, Malabar Hill, Mumbai – 400006, Maharashtra, India
Narinder Singh Raina	Independent (Part-Time Non-Official) Director	07968391	Ward No. 6, Nai Basti, R.S. Pura, Jammu – 181102, Jammu & Kashmir, India
Ashok Kumar Ganju	Independent (Part-Time Non-Official) Director	07014589	C-3, Pamposh Enclave, New Delhi – 110048, India

For further details of our Board of Directors, see "*Our Management*" on page 192.

Selling Shareholder

The Selling Shareholder is our Promoter acting through the Chairman, Railway Board, Ministry of Railways.

Chief Financial Officer

Mukesh Kumar Singh, our Director - Finance (Whole - time) is also the Chief Financial Officer of our Company. His contact details are as follows:

Plot no. C - 4, District Centre,
Saket, New Delhi -110017, India
Telephone: +91 11 2653 0453
Fax: +91 11 2652 2000 / 2685 4000
E-mail: mk.singh@ircon.org

Company Secretary and Compliance Officer

Ritu Arora is the Company Secretary and Compliance Officer of our Company. Her contact details are as follows:

Plot no. C - 4, District Centre,
Saket, New Delhi -110017, India
Telephone: +91 11 2956 5666
Fax: +91 11 2652 2000 / 2685 4000
E-mail: cs@ircon.org

Investor Grievance

Investors may contact the Company Secretary and Compliance Officer and /or the Registrar to the Offer and / or BRLMs in case of any pre-Offer or post- Offer related problems, such as non-receipt of letters of Allotment, non-credit of Allotted Equity Shares in the respective beneficiary account and non-receipt of funds by electronic mode.

All grievances may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary to whom the Bid cum Application Form was submitted. The Bidder should give full details such as name of the sole or first Bidder, Bid cum Application Form number, Bidder DP ID, Client ID, PAN, date of the submission of Bid cum Application Form, address of the Bidder, number of the Equity Shares applied for and the name and address of the Designated Intermediary where the Bid cum Application Form was submitted by the Bidder.

All grievances relating to Bids submitted with Registered Brokers may be addressed to them with copy to the Stock Exchanges and to the Registrar to the Offer.

Further, the Bidder shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove.

Book Running Lead Managers

IDBI Capital Markets & Securities Limited
(Formerly known as IDBI Capital Market Services Limited)
3rd Floor, Mafatlal Centre
Nariman Point, Mumbai 400 021
Maharashtra, India
Telephone: +91 22 4322 1212
Fax: +91 22 2285 0785
E-mail: ircon.ipo@idbicapital.com
Investor Grievance E-mail: redressal@idbicapital.com
Website: www.idbicapital.com
Contact Person: Astha Daga
SEBI Registration No. INM000010866

Axis Capital Limited
Axis House, 1st Floor, C 2
Wadia International Centre
Pandurang Budhkar Marg, Worli
Mumbai - 400 025
Maharashtra, India
Telephone: + 91 22 4325 2183
Fax: +91 22 4325 3000
E-mail: ircon.ipo@axiscap.in
Investor Grievance E-mail: complaints@axiscap.in
Website: www.axiscapital.co.in
Contact person: Kanika Sarawgi / Akash Aggarwal
SEBI registration number: INM000012029

SBI Capital Markets Limited
202, Maker Tower "E"
Cuffe Parade, Mumbai 400 005
Maharashtra, India
Tel: +91 22 2217 8300
Fax: +91 22 2217 8332
E-mail: ircon.ipo@sbicaps.com
Investor Grievance E-mail: investor.relations@sbicaps.com
Website: www.sbicaps.com
Contact Person: Gitesh Vargantwar / Karan Savardekar
SEBI Registration No.: INM000003531

Statement of the inter-se allocation of responsibilities among the BRLMs

The responsibilities and co-ordination by the BRLMs for various activities in this Offer are as follows:

Sr. No.	Activity	Responsibility	Co-ordination
1.	Capital structuring, positioning strategy and due diligence of the Company including its operations/ management/ business plans/ legal. Drafting and design of the Draft Red Herring Prospectus, Red Herring Prospectus and Prospectus, including memorandum containing salient features of the Prospectus. Ensuring compliance with stipulated requirements and completion of prescribed formalities with the Stock	BRLMs	IDBI Capital

Sr. No.	Activity	Responsibility	Co-ordination
	Exchanges, RoC, and SEBI including finalisation of Prospectus and filing and registering with the RoC.		
2.	Drafting and approval of all statutory advertisement, ASBA Forms and Revision Forms. Responsibility for underwriting agreements, as applicable.	BRLMs	IDBI Capital
3.	Co-ordination of auditor deliverables.	BRLMs	IDBI Capital
4.	Drafting and approval of all publicity material other than statutory advertisement as mentioned above including corporate advertising, brochure, etc. Co-ordination for the filing of media compliance report with SEBI.	BRLMs	SBI Capital
5.	Appointment of intermediaries, viz., Registrar to the Offer, advertising agency, printers, Bankers to the Offer and monitoring agency (if applicable) (including coordinating all agreements to be entered with such parties).	BRLMs	Axis Capital
6.	Non-institutional and retail marketing of the Offer, which will cover, among others: • formulating strategies for marketing to Non-Institutional and retail investors; • finalising media, marketing, and public relations strategy; • finalising centers for holding conferences for brokers, etc.; • follow-up on the distribution of publicity and Offer material including forms, Prospectus and deciding on the quantum of the Offer material; and • finalising Syndicate ASBA collection centers.	BRLMs	IDBI Capital
7.	Domestic institutional marketing of the Offer, which will cover, among others: • institutional marketing strategy; • finalising the list and division of domestic investors for one-to-one meetings; and • finalising domestic roadshows and investor meeting schedule.	BRLMs	SBI Capital
8.	International Institutional marketing, which will cover, among others: • institutional marketing strategy, • finalising the list and distribution of international investors for one-to-one meetings; • finalising international roadshows and investors meeting schedule	BRLMs	Axis Capital
9.	Preparation and finalisation of the roadshows presentation, roadshows script, and FAQs.	BRLMs	Axis Capital
10.	Co-ordination with Stock Exchanges for book building software, anchor investor portion (if any) bidding terminals, mock trading and payment of 1% security deposit.	BRLMs	SBI Capital
11.	Managing the book and finalisation of Offer Price, in consultation with the Selling Shareholder and the Company.	BRLMs	SBI Capital
12.	Post Offer activities, which shall involve: • essential follow-up steps, advising the Company about the closure of the Offer based on the Bid file, finalisation of the Basis of Allotment or weeding out of multiple applications, listing of Equity Shares, demat credit etc., including co-ordination with	BRLMs	SBI Capital

Sr. No.	Activity	Responsibility	Co-ordination
	various agencies connected with the intermediaries such as registrar to the Offer; and • coordinating with Stock Exchanges and SEBI for release of 1% security deposit post-closure of the Offer.		
13.	Payment of applicable securities transaction tax on the sale of unlisted Equity Shares by the Selling Shareholder under the Offer for Sale included in the Offer to the GoI and filing of the securities transaction tax return by the prescribed due date as per Chapter VII of the Finance (no. 2) Act, 2004.	BRLMs	SBI Capital

Even if any of these activities are being handled by other intermediaries, the BRLMs shall be responsible for ensuring that these agencies fulfil their functions and enable them to discharge this responsibility through suitable agreements with our Company.

Registrar to the Offer

Karvy Computershare Private Limited
Karvy Selenium Tower B
Plot 31-32, Gachibowli
Financial District, Nanakramguda
Hyderabad 500 032
Telangana, India
Telephone: +91 40 6716 2222
Facsimile: +91 40 2343 1551
Email: einward.ris@karvy.com
Investor Grievance e-mail: einward.ris@karvy.com@karvy.com
Website: www.karisma.karvy.com
Contact Person: M. Muralikrishna
SEBI Registration No. INR000000221

Legal Counsel to our Company and the Selling Shareholder as to Indian Law

M/s. Crawford Bayley & Co.
State Bank Building, 4th Floor
N.G.N Vaidya Marg, Fort
Mumbai – 400 023
Maharashtra, India
Telephone: +91 22 2266 8000
Fax: +91 22 2266 3978
E-mail: sanjay.asher@crawfordbayley.com

International Legal Counsel to our Company and the Selling Shareholder

Hogan Lovells International LLP
11th floor, One Pacific Place
88 Queensway
Hong Kong
Telephone: +852 2219 0888
Fax: +852 2219 0222

Legal Counsel to the Book Running Lead Managers as to Indian Law

J. Sagar Associates
Sandstone Crest
(Opposite Park Plaza Hotel)
Sushant Lok – I,
Gurugram 122 009, India

Vakils House 18
Sprott Road , Ballard Estate
Mumbai – 400 001
Maharashtra, India

Telephone: +91 124 4390600
Fax: +91 124 4390617

Telephone: +91 22 4341 8600
Fax: +91 22 4341 8617

Statutory Auditors of our Company

M/s. K.G. Somani & Co.
Chartered Accountants
3/15, Asaf Ali Road, 4th Floor
Near Delite Cinema
New Delhi 110 002, India
Telephone: +91 11 2325 2225
Fax: +91 11 4140 3938
Email: ashishbatta@kgsomani.com
Firm Registration Number: 006591N
Peer Review Number: 008840

Bankers to our Company

Oriental Bank of Commerce
Harsha Bhawan, Connaught Place
New Delhi – 110001, India
Tel: 011 – 49191102
E – mail: bm0179@obc.co.in
Website: www.obcindia.co.in
Contact Person: Ritu Puri

State Bank of India
Overseas Branch, Jawahar Vyapar Bhawan
9th Floor, 1 Tolstoy Marg, New Delhi, India
Tel: 011 – 23374931
E – mail: rm3.04803@sbi.co.in
Website: www.statebank.in
Contact Person: N. K. Prabhakar

Central Bank of India
59, Shakuntala, Nehru Place
New Delhi – 110019, India
Tel: + 91 99999 17102
E – mail: agmdela1410@centralbank.co.in
Website: www.centralbankofindia.co.in
Contact Person: Hriday Tiwari

IndusInd Bank Limited
28, 1st Floor, Gopal Dass Bhawan
Barakhamba Road, New Delhi – 110001, India
Tel: + 91 98110 85564
Fax: 011 4744 4299
E – mail: amitv.sharma@indusind.com
Website: www.indusindbank.com
Contact Person: Amit Sharma

Indian Overseas Bank
Sector 13, I Floor, Palika Bhavan
R.K. Puram, New Delhi – 110066, India
Tel: 011 2688 5753
Fax: 011 2688 6194
E – mail: iob0408@iob.in
Website: www.iob.in
Contact Person: Sivakumar S.

YES Bank Limited
48 Nyaya Marg, Chanakyapuri, New Delhi, India
Tel: 011 6656900
Fax: 011 4168 0144
E – mail: Siddharth.mahapatra@yesbank.in / Shariue.ali@yesbank.in
Website: www.yesbank.in
Contact Person: Siddharth Mahapatra / Sharique Ali

HDFC Bank Limited
FIG – OPS Department – Lodha
I Think Techno Campus, O – 3 Level
Next to Kanjurmarg Railway Station
Kanjurmarg (East), Mumbai – 400042
Maharashtra, India
Tel: 022 3075 2927 / 28/ 2914
Fax: 022 25799801
E – mail: Vincent.Dsouza@hdfcbank.com; Siddharth.Jadhav@hdfcbank.com; prasanna.uchil@hdfcbank.com
Website: www.hdfcbank.com
Contact Person: Vincent Dsouza / Siddharth Jadhav / Prasanna Uchil

ICICI Bank Limited
ICICI Tower, NBCC Place
Bhishma Pitamah Marg, Pragati Vihar
New Delhi – 110003, India
Tel: + 91 99716 11004
Fax: 011 – 2439 0070
E – mail: sunil.rathi@icicibank.com
Website: www.icicibank.com
Contact Person: Sunil Rathi

Syndicate Members

The Syndicate Members will be appointed prior to filing the Red Herring Prospectus with RoC.

Bankers to the Offer / Public Offer Account Bank

The Escrow Collection Banks shall be appointed prior to filing of the Red Herring Prospectus with the RoC. The details of the Escrow Collection Banks shall be included in the Red Herring Prospectus.

Refund Bank

The Refund Bank, if any, shall be appointed prior to filing of the Red Herring Prospectus with the RoC.

Designated Intermediaries

Self-Certified Syndicate Banks

In relation to Bids submitted to a member of the Syndicate, the list of banks that have been notified by SEBI to act as the SCSBs for the ASBA process is provided on the website of SEBI at https://www.sebi.gov.in/sebiweb/other/OtherAction.do?doRecognisedFpi=yes&intmId=35. For list of branches of the SCSBs named by the respective SCSBs to collect the ASBA Forms please refer to the above-mentioned link.

Registered Brokers

The list of the Registered Brokers eligible to accept ASBA forms, including details such as postal address, telephone number and e-mail address, is provided on the websites of the BSE and the NSE at http://www.bseindia.com/Markets/PublicIssues/brokercentres_new.aspx?expandable=3 and http://www.nseindia.com/products/content/equities/ipos/ipo_mem_terminal.htm, respectively, as updated from time to time.

Registrar and Share Transfer Agents

The list of the RTAs eligible to accept ASBA Forms at the Designated RTA Locations, including details such as address, telephone number and email address, is provided on the websites of Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

Collecting Depository Participants

The list of the CDPs eligible to accept ASBA Forms at the Designated CDP Locations, including details such as name and contact details, is provided on the websites of the Stock Exchanges at http://www.bseindia.com/Static/Markets/PublicIssues/RtaDp.aspx?expandable=6 and http://www.nseindia.com/products/content/equities/ipos/asba_procedures.htm, respectively, as updated from time to time.

IPO Grading

No credit rating agency registered with SEBI has been appointed for the purposes of obtaining a grading for the Offer.

Credit Rating

As this is an offer of Equity Shares, the requirement of credit rating is not applicable.

Experts

Except as stated below, our Company has not obtained any expert opinions:

As required under Section 26(1)(a)(v) of the Companies Act, 2013, our Company has received written consent from our Statutory Auditor, namely M/s. K.G. Somani & Co., Chartered Accountants, who holds a valid peer review certificate, to include its name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their (a) examination reports dated March 20, 2018 on the Restated Audited Financial Statements; (b) report dated March 20, 2018 on the statement of possible tax benefits available to our Company and the Shareholders; and (c) the summary of significant differences between Indian GAAP and Ind AS, which have been included in this Draft Red Herring Prospectus.

We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Trustees

As this is an offer of Equity Shares, the appointment of trustees is not required.

Monitoring Agency

This being an offer for sale of Equity Shares, our Company will not receive any of the proceeds from the Offer, therefore, no monitoring agency is appointed for the Offer.

Appraising Entity

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, no appraising entity is appointed for the Offer.

Book Building Process

Book building, in the context of the Offer, refers to the process of collection of Bids from bidders on the basis of the Red Herring Prospectus, the ASBA Forms, and the Revision Forms within the Price Band. The Price Band, minimum Bid lot size, rupee amount of the Retail Discount and Employee Discount, as applicable shall be decided by the Selling Shareholder and our Company in consultation with the BRLMs, and advertised in all newspapers wherein the Pre-Offer Advertisement will be published, at least five Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website.

The Offer Price shall be determined by our Company and the Selling Shareholders in consultation with the BRLMs after the Bid/Offer Closing Date. The principal parties involved in the Book Building Process are:

- Our Company;
- the Selling Shareholder;
- the Book Running Lead Managers;
- the Syndicate Member(s);
- the SCSBs;
- the Registered Brokers;
- the Registrar to the Offer;
- the Escrow Collection Banks
- the Registrar and Share Transfer Agents; and
- the Collecting Depository Participants.

All potential Bidders shall participate in the Offer mandatorily through the ASBA process by providing the details of their respective bank accounts in which the corresponding Bid Amount will be blocked by the SCSBs.

In accordance with the SEBI ICDR Regulations, QIBs Bidding in the QIB Category and Non-Institutional Bidders Bidding in the Non-Institutional Category are not allowed to withdraw or lower their Bid(s) (both in terms of number of Equity Shares and Bid Amount) at any stage. Retail Individual Bidders and Eligible Employees Bidding under the

Employee Reservation Portion can revise their Bids during the Bid/Offer Period and withdraw their Bids until Bid/Offer Closing Date.

For further details, see *"Offer Structure"* and *"Offer Procedure"* on pages 732 and 736 respectively.

The Selling Shareholder and our Company will comply with the SEBI ICDR Regulations and any other directions issued by SEBI in relation to this Offer. In this regard, the Selling Shareholder has appointed the BRLMs to manage this Offer and procure Bids for this Offer.

The Book Building Process is in accordance with guidelines, rules, regulations prescribed by SEBI. Bidders are advised to make their own judgment about an investment through this process prior to submitting a Bid.

Bidders should note the Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment; and (ii) the final approval of the RoC after the Prospectus is registered with the RoC.

Steps to be taken by the Bidders for Bidding:

- Check eligibility for making a Bid. For further details, see "*Offer Procedure"* on page 736.
- Ensure that you have an active demat account and the demat account details are correctly mentioned in the ASBA Form;
- Ensure that the ASBA Form is duly completed as per the instructions stated in the Red Herring Prospectus and in the respective forms;
- Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, (ii) Bids by persons resident in the State of Sikkim, who, in terms of the SEBI circular dated July 20, 2006, are exempted from specifying their PAN for transacting in the securities market, and (iii) any other category of Bidders (including without limitation, multilateral/ bilateral institutions) which are exempted, or may be exempted from specifying their PAN for transacting in the securities market, for Bids of all values, ensure that you have mentioned your PAN allotted under the Income Tax Act in the ASBA Form. In accordance with the SEBI ICDR Regulations, the PAN would be the sole identification number for participants transacting in the securities market, irrespective of the amount of transaction (see "*Offer Procedure*" on page 736). The exemption for the Central or State Government and the officials appointed by the courts and for investors residing in the State of Sikkim is subject to the Depository Participants" verifying the veracity of such claims of the investors by collecting sufficient documentary evidence in support of their claims;
- Ensure the correctness of your PAN, DP ID, and Client ID and beneficiary account number given in the ASBA Form. Based on these parameters, the Registrar to the Offer will obtain details of the Bidders from the Depositories including the Bidder's name, bank account number etc., and the Stock Exchanges will validate the electronic Bid details with the Depositories records for PAN, DP ID and Client ID;
- Ensure correctness of your demographic details such as the address, the bank account details, occupation given in the ASBA Form, with the details recorded with your Depository Participant;
- Bids by Bidders will have to be submitted to the Designated Intermediaries in physical form. It may also be submitted in electronic form to the Designated Branches of the SCSBs only. Bidders should ensure that the ASBA Accounts have an adequate credit balance at the time of submission of the ASBA Forms to the Designated Intermediaries to ensure that the ASBA Form submitted by the Bidders is not rejected.
- Bids by all Bidders shall be submitted only through the ASBA process.

For further details, see the *"Offer Procedure"* on page 736.

Underwriting Agreement

After the determination of the Offer Price and allocation of Offered Shares, but prior to the registration of the Prospectus with the RoC, the Selling Shareholder and our Company intend to enter into the Underwriting Agreement with the Underwriters for the Offered Shares. It is proposed that pursuant to the terms of the Underwriting Agreement, each of the BRLMs shall be severally responsible for bringing in the amount devolved in the event the respective Syndicate Members do not fulfill their underwriting obligations. The underwriting shall be to the extent of the Bids uploaded, subject to Regulation 13 of the SEBI ICDR Regulations. Pursuant to the terms of the Underwriting Agreement, the obligations of each of the Underwriters are several and are subject to certain conditions specified therein.

The Underwriting Agreement is dated [●]. The Underwriters have indicated their intention to underwrite the following number of Offered Shares:

(This portion has been intentionally left blank and will be completed before the registration of the Prospectus with the RoC.)

Name, address, telephone number, fax number and email address of the Underwriters	Indicative Number of Offered Shares to be underwritten	Amount underwritten (₹ million)
[●]	[●]	[●]
[●]	[●]	[●]
Total	[●]	[●]

The above-mentioned table will be finalised after determination of the Offer Price and finalisation of the Basis of Allotment and subject to the provisions of the SEBI ICDR Regulations.

In the opinion of our Board (based on representations given by the Underwriters), the resources of the Underwriters are sufficient to enable them to discharge their respective underwriting obligations in full. The Underwriters are registered with SEBI under Section 12(1) of the SEBI Act or are registered as brokers with the Stock Exchange(s). The Board of Directors/ IPO Committee, at its meeting, held on [●], has accepted and entered into the Underwriting Agreement mentioned above on behalf of our Company.

Allocation among the Underwriters may not necessarily be in the proportion of their underwriting commitments set forth in the table above. Notwithstanding the above table, each of the Underwriters shall be severally responsible for ensuring payment with respect to the Offered Shares allocated to Bidders procured by them, in accordance with the Underwriting Agreement.

In the event of any default in payment, the respective Underwriter, in addition to other obligations defined in the Underwriting Agreement, will also be required to procure subscribers for or subscribe to the Offered Shares to the extent of the defaulted amount in accordance with the Underwriting Agreement.

CAPITAL STRUCTURE

The share capital of our Company, as of the date of this Draft Red Herring Prospectus is set forth below:

(In ₹ million, except share data)

		Aggregate nominal value	Aggregate value at Offer Price
A)	**AUTHORISED SHARE CAPITAL***		
	400,000,000 Equity Shares of face value ₹10 each	4,000.00	
B)	**ISSUED, SUBSCRIBED AND PAID UP SHARE CAPITAL BEFORE THE OFFER**		
	94,051,574 Equity Shares of face value ₹10 each	940.52	
C)	**PRESENT OFFER IN TERMS OF THIS DRAFT RED HERRING PROSPECTUS**		
	Offer for sale of upto 9,905,157 Equity Shares of face value ₹10 each by the Selling Shareholder[(a)(b)]	99,051,570	[●]
	Which includes:		
	Employee Reservation Portion of up to 500,000 Equity Shares[(b)(c)]	5,000,000	[●]
	The Net Offer consists of:		
	A. QIB Portion of 4,702,578 Equity Shares	47,025,780	[●]
	Of which:		
	Mutual Fund Portion of 235,129 Equity Shares	2,351,290	[●]
	Balance 4,467,449 Equity Shares for all QIBs including Mutual Funds	44,674,490	[●]
	B. Non-Institutional Portion of not less than 1,410,774 Equity Shares	14,107,740	[●]
	C. Retail Portion of not less than 3,291,805 Equity Shares [(c)]	32,918,050	[●]
D)	**ISSUED, SUBSCRIBED AND PAID-UP SHARE CAPITAL AFTER THE OFFER**		
	94,051,574 Equity Shares of face value ₹10 each	940.52	
E)	**SECURITIES PREMIUM ACCOUNT**		
	Before the Offer		Nil
	After the Offer		Nil

**For details in relation to the changes in authorized share capital of our Company, see "History and Certain Corporate Matters– Amendments to our Memorandum of Association" on page 180.*

(a) *Our Board of Directors has approved the Offer pursuant to a resolution passed at their meeting held on March 21, 2018. The President of India, acting through the Ministry of Railways, Government of India has approved the Offer for Sale of upto 9,905,157 Equity Shares of our Company, including Employee Reservation Portion, vide its letter dated February 08, 2018.*

(b) *Upto 500,000 Equity Shares may be reserved for allocation and Allotment to Eligible Employees Bidding in the Employee Reservation Portion. The Employee Reservation Portion, if any, shall not exceed 5% of the post-Offer capital of our Company, or increase the size of the Offer by more than 20%.*

(c) The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a discount of up to [●]% equivalent to ₹ [●] per Equity Share on the Offer Price to the Retail Individual Bidders and upto 5% equivalent to ₹ [●] per Equity Share on the Eligible Employees Bidding under the Employee Reservation Portion (if any). The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 736.

Notes to the Capital Structure

1. History of Equity Share capital of our Company

The following table sets forth the history of the Equity Share capital of our Company:

Date of allotment	Number of Equity Shares allotted	Face value (₹)	Offer price per Equity Share (₹)	Nature of consideration	Nature of transaction	Cumulative number of Equity Shares	Cumulative paid up Equity Share capital (₹)
June 25, 1976	1,002	1,000	1,000	Cash	Subscription to the Memorandum#	1,002	1,002,000
September 27, 1977	1,498	1,000	1,000	Cash	Allotment to the Promoter	2,500	2,500,000
December 26, 1978	1,990	1,000	1,000	Cash	Allotment to the Promoter	4,490	4,490,000
March 30, 1981	5,000	1,000	1,000	Cash	Allotment to the Promoter	9,490	9,490,000
July 17, 1982	15,000	1,000	1,000	Cash	Allotment to the Promoter	24,490	24,490,000
October 22, 1982	15,000	1,000	1,000	Cash	Allotment to the Promoter	39,490	39,490,000
June 28, 1985	10,000	1,000	1,000	Cash	Allotment to the Promoter	49,490	49,490,000
With effect from January 17, 1992, the Equity Shares of face value of ₹ 1,000 each were sub-divided into the Equity Shares of the face value of ₹ 10 each and subsequently 49,490 Equity Shares of face value of ₹ 1,000 each were sub-divided into 4,949,000 Equity Shares of the face value of ₹ 10 each, as authorised by our Board of Directors through a resolution passed on February 28, 1992.							
January 17, 1992	–	10	–	–	Subdivision of the face value of Equity Shares from ₹ 1,000 each to ₹10 each##	4,949,000	49,490,000
April 1, 2005	4,949,000	10	–	–	Bonus issue in the ratio of 1:1	9,898,000	98,980,000
October 15, 2012	9,898,000	10	–	–	Bonus issue in the ratio of 1:1	19,796,000	197,960,000
January 5, 2017	79,184,000	10	–	–	Bonus issue in the ratio of 1:4	98,980,000	989,800,000

December 26, 2017	(4,928,426)	10	386.72	Cash	Buy-back###	94,051,574	940,515,740

 # Allotment of 1,000 Equity Shares to the President of India and one Equity Share each to M. N Bery, Chairman, Railway Board and K. T. Mirchandani, Additional Member Finance, Railway Board (as nominees of the President of India).
With effect from January 17, 1992, 49,490 Equity Shares of face value of ₹ 1,000 each were sub-divided into 4,949,000 Equity Shares of the face value of ₹ 10 each, as authorised by our Board of Directors through a resolution passed on February 28, 1992.
###4,928,426 Equity Shares were bought back from December 26, 2017 from the retained earnings of our Company at a price of ₹ 386.72 per Equity Share, as authorised by the Board of Directors through a resolution passed on September 21, 2017 and September 28, 2017.

2. As on the date of this Draft Red Herring Prospectus, our Company does not have any preference share capital.

3. Except as set out below, we have not issued Equity Shares for consideration other than cash:

Date of allotment/date when fully paid up	**Number of Equity Shares Alloted**	**Face value (₹)**	**Persons to whom the Equity Shares were allotted**	**Nature of transaction**	**Benefits accrued to our Company**
April 1, 2005	4,949,000	10	Equity Shareholders of our Company	Bonus issue in the ratio 1:1 authorised by our Shareholders through a resolution dated December 22, 2004.	Bonus issue was undertaken through capitalisation of free reserves of our Company.
October 15, 2012	9,898,000	10	Equity Shareholders of our Company	Bonus issue in the ratio 1:1 authorised by our Shareholders through a resolution dated September 25, 2012.	Bonus issue was undertaken through capitalisation of free reserves of our Company.
January 5, 2017	79,184,000	10	Equity Shareholders of our Company	Bonus issue in the ratio 1:4 authorised by our Shareholders through a resolution dated September 28, 2016.	Bonus issue was undertaken through capitalisation of free reserves of our Company.

4. Issue of Equity Shares in the last two preceding years

For details of issue of Equity Shares by our Company in the last two preceding years, see "*Capital Structure –History of Equity Shares capital of our Company*" on page 102.

5. History of the Equity Share Capital held by our Promoter

As on the date of the Draft Red Herring Prospectus, our Promoter along with its nominees hold 93,783,574 Equity Shares, constituting 99.71% of the issued, subscribed and paid-up Equity Share capital of our Company. The details regarding our Promoters' shareholding is set out below.

a. Build-up of our Promoters' shareholding in our Company

Date of transaction /date when fully paid Up	Nature of transaction	Number of the Equity Shares	Nature of consideration	Face value (₹)	Issue/ acquisition /sale price (₹)	Cumulative no. of Equity Shares	Percentage of total pre- Offer paid-up capital	Percentage of total post-Offer paid-up capital
June 25, 1976	Subscription to the Memorandum[#]	1,002	Cash	1,000	1,000	1,002	0.00	0.00
September 27, 1977	Allotment to the Promoter	1,498	Cash	1,000	1,000	2,500	0.00	0.00
December 26, 1978	Allotment to the Promoter	1,990	Cash	1,000	1,000	4,490	0.00	0.00
March 30, 1981	Allotment to the Promoter	5,000	Cash	1,000	1,000	9,490	0.01	0.01
July 17, 1982	Allotment to the Promoter	15,000	Cash	1,000	1,000	24,490	0.02	0.02
October 22, 1982	Allotment to the Promoter	15,000	Cash	1,000	1,000	39,490	0.02	0.02
June 28, 1985	Allotment to the Promoter	10,000	Cash	1,000	1,000	49,490	0.01	0.01
With effect from January 17, 1992, the Equity Shares of face value of ₹ 1,000 each were sub-divided into the Equity Shares of the face value of ₹ 10 each and subsequently 49,490 Equity Shares of face value of ₹ 1,000 each were sub-divided into 4,949,000 Equity Shares of the face value of ₹ 10 each, as authorised by our Board of Directors through a resolution passed on February 28, 1992.								
May 27, 1992	Transfer to Unit Trust of India pursuant to an initial public offer	(12,200)	Cash	10	225	4,936,800	(0.01)	(0.01)
May 27, 1992	Transfer to Bank of India pursuant to an initial public offer	(1,200)	Cash	10	225	4,935,600	0.00	0.00
April 1, 2005	Bonus issue in the ratio of 1:1	4,935,600	–	10	–	9,871,200	5.25	5.25
October 15, 2012	Bonus issue in the ratio of 1:1	9,871,200	–	10	–	19,742,400	10.50	10.50
January 5, 2017	Bonus issue in the ratio of 1:4	78,969,600	–	10	–	98,712,000	83.98	83.98
December 26, 2017	Buy-back	(4,928,426)	Cash	10	386.72	93,783,574	(5.26)	(5.26)
		93,783,574*					**99.71**	**99.71**

**Including 20,000 Equity Shares which are being held by nominees on behalf of the Promoter.*

All the above Equity Shares were fully paid-up at the time of allotment or transfer, as the case may be. As on the date of this Draft Red Herring Prospectus, none of the Equity Shares held by our Promoter are pledged or otherwise encumbered. As on the date of the DRHP, our Promoter and its nominees hold 93,783,574 Equity Shares out of which 93,763,574 Equity Shares are in dematerialised form. The remaining 20,000 Equity Shares held by the nominees on behalf of our Promoter will be dematerialization before filing of the RHP.

b. Details of Promoter's contribution locked-in for three years

Pursuant to Regulation 32 and Regulation 36(a) of the SEBI ICDR Regulations, an aggregate of 20% of the fully diluted post – Offer capital of our Company held by our Promoter shall be considered as minimum promoters' contribution and locked-in for a period of three years from the date of Allotment ("**Promoters' Contribution**").

The President of India, acting through the MoR has, *vide* letter dated March 20, 2018 consented to include, 18,810,315 Equity Shares constituting 20% of the post-Offer Equity Share capital of our Company, held by it, as Promoter's Contribution, and has agreed not to dispose, sell, transfer, charge, pledge or otherwise encumber in any manner the Promoter's Contribution from the date of this Draft Red Herring Prospectus, until the commencement of the lock-in period specified above, or for such other time as required under SEBI ICDR Regulations.

Details of Promoter's shareholding that is eligible for Promoter's contribution is as provided below:

Date of allotment/ transfer or when the Equity Shares were made fully paid up	Number of Equity Shares locked-in	Face value (₹)	Issue/ Acquisition /Sale Price per Equity Share (₹)	Consideration	% of the fully diluted post – Offer Capital*	Nature of transaction
[●]	[●]	[●]	[●]	[●]	[●]	[●]
[●]	[●]	[●]	[●]	[●]	[●]	[●]

**With effect from January 17, 1992, each Equity Share of face value of Equity Shares from ₹ 1,000 each to ₹10 each.*

Note: Details of Equity Shares to be locked-in will be included in the Prospectus to be filed with the RoC.

The MoR has confirmed to our Company and the BRLMs that the acquisition of Equity Shares (constituting the 20% of the fully diluted post-Offer equity share capital of our Company) has been financed from the consolidated fund of India and no loans or financial assistance from any bank or financial institution has been availed for such purpose.

All Equity Shares, which are considered for the purposes of the Promoter's Contribution, are eligible as per the SEBI ICDR Regulations.

The minimum Promoter's contribution has been brought in to the extent of not less than the specified minimum lot and from the 'Promoter' as required under the SEBI ICDR Regulations. All Equity Shares offered as minimum Promoters' contribution were fully paid up at the time of their offer.

The Equity Shares that are being locked-in are not ineligible for computation of Promoter's Contribution under Regulation 33 of the SEBI ICDR Regulations. In this connection, we confirm the following:

i. The Equity Shares offered for Promoter's Contribution are not acquired in the last three years from the date of this Draft Red Herring Prospectus: (a) for consideration other than cash and revaluation of assets or capitalization of intangible assets or (b) arising from bonus issue by utilization of revaluation reserves or unrealised profits of our Company or from a bonus issue against Equity Shares which are otherwise ineligible for computation of Promoter's contribution;

ii. The Equity Shares offered for Promoter's Contribution does not include any Equity Shares acquired during the preceding one year at a price lower than the price at which equity shares are being offered to the public in the Offer;

iii. The Equity Shares offered for Promoter's Contribution have not been formed by the conversion of partnership firm into a company;

iv. The Equity Shares offered for Promoter's Contribution are not subject to any pledge or any other form of encumbrances; and

v. The Equity Shares offered for Promoter's Contribution does not consist of Equity Shares for which specific written consent has not been obtained from our Promoter for inclusion of its subscription in the minimum Promoter's Contribution subject to lock-in.

6. Sales or purchases of Equity Shares or other specified securities of our Company by our Promoter, or our Directors, or their immediate relatives during the six months immediately preceding the date of this Draft Red Herring Prospectus:

Save and except as disclosed in this Draft Red Herring Prospectus, our Promoter, our Directors, or their immediate relatives have not sold or purchased any Equity Shares or other specified securities of our Company during the period of six months immediately preceding the date of this Draft Red Herring Prospectus.

7. Details of Equity Share capital locked-in for one year

Except for the Promoter's Contribution which shall be locked-in as above, the entire pre-offer capital of our Company shall be locked in for a period of one year from the date of Allotment.

The President of India, through the Ministry of Railways and has, pursuant to letter dated March 20, 2018, granted approval for the lock-in of the entire post-Offer shareholding held by the President of India (less the Promoter's Contribution of 18,810,315 Equity Shares and the Offered Shares), for a period of one year from the date of transfer in the Offer or for such other time as may be required under the SEBI ICDR Regulations.

In terms of Regulation 40 of the SEBI ICDR Regulations, Equity Shares held by the Promoter may be transferred to a new promoter or persons in control of our Company, subject to continuation of the lock-in with the transferee for the remaining period and compliance with provisions of the Takeover Regulations as applicable and such transferee shall not be eligible to transfer them till the lock-in period stipulated in the SEBI ICDR Regulations has expired.

The Equity Shares held by our Promoter, which are locked-in for a period of one year from the date of Allotment may be pledged only with scheduled commercial banks or public financial institutions as collateral security for loans granted by such banks or public financial institutions, provided that such pledge of the Equity Shares is one of the terms of the sanction of the loan.

8. Our shareholding pattern

The table below represents the equity shareholding pattern of our Company before the Offer and as adjusted for the Offer:

Category (I)	Category of shareholder (II)	Nos. of shareholders (III)	No. of fully paid up Equity Shares held (IV)	No. of Partly paid-up Equity Shares held (V)	No. of shares underlying Depository Receipts (VI)	Total nos. of shares held (VII)= (IV) + (V) + (VI)	Shareholding as a % of total no. of shares (calculated as per SCRR, 1957) (VIII) As a % of (A+B+C2)	Number of Voting Rights held in each class of securities (IX)		No. of Shares Underlying Outstanding convertible securities (including Warrants) (X)	Shareholding as a % assuming full conversion of convertible securities (as a percentage of diluted share capital) (XI)=(VII) + (X) As a % of (A +B+C2)	Number of Locked in shares (XII)		Number of Shares pledged or otherwise encumbered (XIII)		Number of Equity Shares held in dematerialised form (XIV)
								No of Voting Rights Class-Equity Shares	Total as % of (A+B +C)			No. (a)	As a % of total Shares held (b)	No. (a)	As a % of total Shares held (b)	
(A)	Promoter and Promoter Group	11	93,783,574	0	0	93,783,574	99.715	93,783,574	99.715	0	0	0	0	0	0	93,763,574*
(B)	Public	2	268,000	0	0	268,000	0.285	268,000	0.285	0	0	0	0	0	0	268,000
(C)	Non Promoter-Non Public	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C1)	Shares Underlying DRs	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C2)	Shares held by Employee Trusts	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0
(C3)	Shares underlyi	0	0	0	0	0	0	0	0	0	0	0	0	0	0	0

ng ESOP's																
Total	**13**	**94,051, 574**	**0**	**0**	**9,40,51, 574**	**100.00**	**9,40,51, 574**	**100.00**	**0**	**0**	**0**	**0**	**0**	**0**	**0**

**20,000 Equity Shares held by 10 nominees on behalf of President of India are in physical form and shall be dematerialised before filing of RHP.*

9. **Shareholding of our Directors and Key Management Personnel in our Company**

Details of our Directors and Key Management Personnel who hold Equity Shares as of the date of this Draft Red Herring Prospectus are as follows: NIL

10. As on the date of this Draft Red Herring Prospectus, our Company has 13 Equity Shareholders.

11. **Top Shareholders**

a. Our top Equity Shareholders and the number of Equity Shares held by them as of the date ten days prior to the filing of this Draft Red Herring Prospectus and as of the date of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Number of Equity Shares	Percentage of Equity Share capital
1.	The President of India	93,763,574	99.69%
2.	Indian Railway Finance Corporation Limited	244,000	0.26%
3.	Bank of India	24,000	0.03%
4.	Ashwani Lohani*	2,000	Negligible
5.	B. N. Mohapatra*	2,000	Negligible
6.	Mahesh Kumar Gupta*	2,000	Negligible
7.	Ghanshyam Singh*	2,000	Negligible
8.	Ravindra Gupta*	2,000	Negligible
9.	D. K. Gayen*	2,000	Negligible
10.	Mohammad Jamshed*	2,000	Negligible
11.	Nalini Kak*	2,000	Negligible
12.	A. P. Dwivedi*	2,000	Negligible
13.	Rakesh Choudhary*	2,000	Negligible

** Nominees of the President of India.*

b. Our top Equity Shareholders as of the date two years prior to filing of this Draft Red Herring Prospectus are as follows:

Sr. No.	Shareholder	Number of Equity Shares	Percentage of Equity Share capital
1.	The President of India	19,738,400	99.71%
2.	Indian Railway Finance Corporation Limited	48,800	0.25%
3.	Bank of India	4,800	0.02%
4.	A. K. Mital*	400	Negligible
5.	Rajalakshmi Ravi Kumar*	400	Negligible
6.	V. K Gupta*	400	Negligible
7.	Navin Tandon*	400	Negligible
8.	Hemant Kumar*	400	Negligible
9.	Pradeep Kumar*	400	Negligible
10.	Kundan Sinha*	400	Negligible
11.	H. K. Kala*	400	Negligible
12.	S. Subramhanyan*	400	Negligible
13.	A. P. Dwivedi *	400	Negligible

** Nominees of the President of India.*

For details relating to the cost of acquisition of Equity Shares by the Promoter, see "*Risk Factors – Prominent Notes*" on page 20.

12. Our Company has not issued any Equity Shares in the last one year preceding the date of filing of this Draft Red Herring Prospectus, which may have been issued at a price lower than the Offer Price are as follows:

13. Our Company does not currently have any employee stock option scheme / employee stock purchase scheme for our employees.

14. Our Company, our Directors and the BRLMs have not entered into any buy-back, standby and/or any other similar arrangements for the purchase of Equity Shares being offered through this Offer.

15. Neither the BRLMs nor its associates hold any Equity Shares as of the date of filing of this Draft Red Herring Prospectus. The BRLMs and its affiliates may engage in transactions with and perform services for our Company in the ordinary course of business or may in the future engage in commercial banking and investment banking transactions with our Company, for which they may in the future receive customary compensation.

16. No person connected with the Offer, including, but not limited to, the BRLM, the members of the Syndicate, our Company, the Directors, the Promoter, shall offer in any manner whatsoever any incentive, whether direct or indirect, in cash, in kind or in services or otherwise to any Bidder for making a Bid.

17. Our Company has not issued any Equity Shares out of its revaluation reserves.

18. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as of the date of filing this Draft Red Herring Prospectus.

19. There are no outstanding warrants, options or rights to convert debentures, loans or other convertible instruments into our Equity Shares as of the date of this Draft Red Herring Prospectus.

20. As of the date of this Draft Red Herring Prospectus, our Company has not allotted any Equity Shares pursuant to any scheme approved under Sections 391 to 394 of the Companies Act, 1956.

21. There will be no further issue of Equity Shares whether by way of issue of bonus shares, preferential allotment, rights issue or in any other manner during the period commencing from filing of the Draft Red Herring Prospectus with SEBI until the Equity Shares have been listed on the Stock Exchanges. However, if our Company enters into acquisitions, joint ventures or other arrangements, our Company may, subject to necessary approvals, consider raising additional capital to fund such activity or use of Equity Shares as consideration for acquisitions or participations in such joint ventures.

22. During the period of six months immediately preceding the date of filing of this Draft Red Herring Prospectus, no financing arrangements existed whereby our Promoter, our Directors or their relatives may have financed the purchase of Equity Shares by any other person.

23. Our Promoter will not submit Bids or otherwise participate in this Offer, except to the extent of tendering the Equity Shares in the Offer for Sale.

24. This Offer is being made under Rule 19(2)(b)(iii) of the SCRR read with Regulation 41 of the SEBI ICDR Regulations, wherein at least 10% of the post-Offer paid-up Equity Share capital our Company will be offered to the public. Our Company is eligible for the Offer in accordance with Regulation 26(1) of the SEBI ICDR Regulations.

25. The Offer is being made through the Book Building Process, wherein 50% of the Net Offer shall be allocated to QIBs on a proportionate basis. 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, pursuant to letter dated February 08, 2018 issued by Ministry of Railway, upto 500,000 Equity Shares may be offered for allocation and Allotment to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price.

26. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non – Institutional Portion and Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company in consultation with the BRLMs and the Designated Stock Exchange. Such inter se spill-over, if any, would be effected in accordance with applicable law, rules, regulations and guidelines. Under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from any category or combination thereof.

27. The Selling Shareholder confirms that the Offered Shares have been held by it for a period of at least one year prior to the date of filing of this Draft Red Herring Prospectus, in accordance with Regulation 26(6) of the SEBI ICDR Regulations.

28. The Equity Shares issued pursuant to this Offer shall be fully paid-up at the time of Allotment, failing which, no Allotment shall be made.

29. There shall be only one denomination of the Equity Shares, unless otherwise permitted by law.

30. Our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time.

31. Our Company shall ensure that any transactions in the Equity Shares by the Promoter during the period between the date of registering the RHP with the RoC and the date of closure of the Offer shall be reported to the Stock Exchanges within 24 hours of such transactions.

32. Any oversubscription to the extent of 10% of the Offer can be retained for the purposes of rounding off to the nearer multiple of minimum allotment lot.

OBJECTS OF THE OFFER

The objects of the Offer are: (i) to carry out the disinvestment of upto 9,905,157 Equity Shares, including Employee Reservation Portion, by the Selling Shareholder constituting 10.53% of our Company's pre-Offer paid up Equity Share capital our Company; and (ii) to achieve the benefits of listing the Equity Shares on the Stock Exchanges. Our Company will not receive any proceeds from the Offer and all proceeds shall go to the Selling Shareholder.

Offer related expenses

The total expenses of the Offer are estimated to be approximate ₹[●] million. The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal expenses, statutory advertisement expenses, registrar and depository fees and listing fees.

All Offer related expenses shall be borne by the Selling Shareholder through the DIPAM. However, expenses in relation to: (i) the filing fees to SEBI; (ii) NSE/ BSE charges for use of software for the book building; (iii) payments required to be made to Depository or the Depository Participants for transfer of shares to the beneficiaries account; and (iv) fees payable to Stock Exchange for initial processing, filling and listing of shares shall be payable by BRLMs but on a reimbursable basis from the Company; and printing and stationery expenses, shall be borne by the BRLMs. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed to our Company.

The estimated Offer expenses are as under:

Sr. No.	Activity	Estimated amount* (₹ in million)	As a % of total estimated Offer expenses*	As a % of Offer size*
1.	Payment to BRLMs (including underwriting commission, brokerage and selling commission)	[●]	[●]	[●]
2.	Commission and processing fees for SCSBs, brokerage, bidding charges and selling commission for Syndicate Members, Registered Brokers, RTAs and CDPs**	[●]	[●]	[●]
3.	Fees payable to the Registrar to the Offer	[●]	[●]	[●]
4.	Others: i. Other regulatory expenses ii. Advertising and marketing for the Offer iii. Fees payable to Legal Counsels iv. Miscellaneous	[●]	[●]	[●]
	Total estimated Offer expenses	[●]	[●]	[●]

** To be incorporated in the Prospectus after finalisation of the Offer Price.*
*** Shall be finalised prior to the filing of RHP.*

Monitoring of Utilization of Funds

As the Offer is an offer for sale of Equity Shares, our Company will not receive any proceeds from the Offer. Accordingly, the requirement of appointment of a monitoring agency is not applicable.

BASIS FOR OFFER PRICE

The Offer Price will be determined by the Selling Shareholder and our Company in consultation with the BRLMs on the basis of an assessment of market demand for the Offered Shares through the Book Building Process and on the basis of the following qualitative and quantitative factors. The face value of the Equity Shares of our Company is ₹ 10 each and the Offer Price is [●] times of the face value at the lower end of the Price Band and [●] times the face value at the higher end of the Price Band.

Qualitative Factors

Some of the qualitative factors and our strengths which form the basis for the Offer Price are:

- Our business operates in diverse sectors covering many countries;
- Excellent execution track record through strong operating systems and controls;
- Strong financial performance and credit profile;
- Visible growth through robust order book and steady execution; and
- Qualified and experienced employees and proven management team.

For further details, see "*Risk Factors*" and "*Our Business – Our Competitive Strengths*" on pages 20 and 153 respectively.

Quantitative Factors

The information presented below relating to our Company is based on the Restated Consolidated Financial Statements and Restated Standalone Financial Statements prepared in accordance with Ind AS, the Companies Act, 1956 and the Companies Act, 2013 and restated in accordance with the SEBI Regulations. For details, see "*Financial Statements*" on page 230.

Some of the quantitative factors which may form the basis for computing the Offer Price are as follows:

1. Basic and Diluted Earnings/Loss per Share ("EPS"), as adjusted for changes in capital

As per our Restated Standalone Financial Statements:

Year/Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2017	37.28	37.28	3
March 31, 2016	37.31	37.31	2
March 31, 2015	56.55	56.55	1
Weighted Average	**40.50**	**40.50**	
Nine months period ended December 31, 2017*	17.35	17.35	

* *Not annualized*

As per our Restated Consolidated Financial Statements:

Year/Period ended	Basic EPS (in ₹)	Diluted EPS (in ₹)	Weight
March 31, 2017	38.82	38.82	3
March 31, 2016	39.72	39.72	2
March 31, 2015	284.42	284.42	1
Weighted Average	**80.05**	**80.05**	
Nine months period ended December 31, 2017*	18.98	18.98	

* *Not annualized*

Notes:

a. The face value of each Equity Share is ₹ 10;
b. Basic and Diluted earnings per share (EPS) calculations are in accordance with Accounting Standard 20 and Ind AS 33 notified under the Companies Act, 2013 read together with the Companies (Accounting Standards) Rules;
c. Basic earnings per share = Restated profit after tax attributable to equity shareholders for the year / weighted average number of shares outstanding during the year;
d. Diluted earnings per share = Restated profit after tax attributable to equity shareholders / weighted average number of diluted shares outstanding during the year;
e. Weighted Average derived by multiplication of weight with their respective EPS divided by sum of weights.
f. Restated profit after tax without considering other comprehensive income (OCI).

2. **Price Earning Ratio (P/E) in relation to the Offer Price of ₹ [●] per Equity Share of the face value of ₹ 10 each.**

Particulars	As per our Restated Standalone Financial Statements	As per our Restated Consolidated Financial Statements
P/E ratio based on Basic EPS for the financial year ended March 31, 2017 at the Floor Price	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017 at the Floor Price	[●]	[●]
P/E ratio based on Basic EPS for the financial year ended March 31, 2017 at the Cap Price	[●]	[●]
P/E ratio based on Diluted EPS for the financial year ended March 31, 2017 at the Cap Price	[●]	[●]

Industry P/E ratio

There are no comparable listed companies in India engaged in the same line of business as the Company, hence comparison with industry peers are not applicable.

Return on Net worth ("RoNW")

3. **Return on net worth as per Restated Standalone Financial Statements of our Company:**

As per our Restated Standalone Financial Statements:

Year/Period ended	RoNW (%)	Weight
March 31, 2017	9.65	3
March 31, 2016	10.06	2
March 31, 2015	15.96	1
Weighted Average	**10.84**	
Nine months period ended December 31, 2017*	4.66	

** Not annualized*

As per our Restated Consolidated Financial Statements:

Year/Period ended	RoNW (%)	Weight
March 31, 2017	10.08	3
March 31, 2016	10.79	2
March 31, 2015	16.33	1

Weighted Average	**11.36**
Nine months period ended December 31, 2017*	5.09

**Not annualized*

Note: Return on Net Worth has been computed as Net Profit after tax (as restated) divided by Net Worth for the period.

Notes:

i. *Weighted average = Aggregate of year-wise weighted Net Worth divided by the aggregate of weights i.e. [(Net Worth x Weight) for each year] / [Total of weights]*
ii. *Return on Net Worth (%) = Net Profit after Taxation (as restated) divided by Net worth at the end of the year.*
iii. *Net worth has been computed as the aggregate of share capital and reserves and surplus (including securities premium, share option outstanding account, debenture redemption reserve and surplus/ (deficit) of our Company) and excludes items of other comprehensive income.*
iv. *Restated profit after tax without considering other comprehensive income (OCI).*

4. Minimum Return on Total Net Worth after Offer needed to maintain pre-Offer EPS for the fiscal year ended March 31, 2017

There will be no change in Net Worth post the Offer as the Offer is by way of the Offer for Sale by the Selling Shareholder.

5. Net Asset Value (NAV) per Equity Share

NAV	Standalone (₹)	Consolidated (₹)
As on March 31, 2017	386.18	385.08
As on December 31, 2017	391.54	392.09

There will be no change in NAV post the Offer as the Offer is by way of Offer for Sale by the Selling Shareholder
Offer Price: ₹[•] per Equity Share.

Notes:

1. *Offer Price per Equity Share will be determined on conclusion of the Book Building Process.*
2. *Net Asset Value per Equity Share represents Net worth at the end of the year / Total number of equity shares outstanding at the end of year/ nine month period ended 31.12.2017.*
3. *Net worth has been computed as the aggregate of share capital and reserves and surplus (including securities premium, share option outstanding account, debenture redemption reserve and surplus/ (deficit) of our Company) and excludes items of other comprehensive income.*

6. Comparison of Accounting Ratios with Listed Industry Peers

There are no comparable listed companies in India engaged in the same line of business as the Company, hence comparison with industry peers are not applicable.

The Offer Price of ₹ [●] has been determined by the Selling Shareholder and our Company in consultation with the BRLMs on the basis of assessment of demand from investors for the Equity Shares through the Book Building Process and, is justified in view of the above qualitative and quantitative parameters. The Offer Price is [●] times of the face value of the Equity Shares.

Bidders should read the above mentioned information along with "*Risk Factors*", "*Our Business*", "*Financial Statements*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 20, 153, 230 and 663 respectively, to have a more informed view. The trading price of the Equity Shares of our Company could decline due to the factors mentioned in "*Risk Factors*" and you may lose all or part of your investments.

STATEMENT OF TAX BENEFITS

STATEMENT OF POSSIBLE SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY AND ITS SHAREHOLDERS

To,

The Board of Directors
Ircon International Limited
C-4, District Centre, Saket
New Delhi – 110 017

Sub: Proposed initial public offering of equity shares of face value ₹10 each (the "Equity Shares") of Ircon International Limited (the "Company" and such an offering, the "Offer")

We report that the enclosed statement in **Annexure A**, states the possible direct tax benefits available to the Company and to its shareholders under the Income-tax Act, 1961 presently in force in India. Several of these benefits are dependent on the Company or its shareholders fulfilling the conditions prescribed under the relevant provisions of the statute. Hence, the ability of the Company or its shareholders to derive the stated tax benefits is dependent upon their fulfilling such conditions, which based on business imperatives the Company faces in the future, the Company may or may not choose to fulfill.

The benefits discussed in the enclosed annexure are not exhaustive. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences and the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the Offer. Neither are we suggesting nor advising the investor to invest money based on this statement.

We do not express any opinion or provide any assurance as to whether:

i) the Company or its shareholders will continue to obtain these benefits in future; or
ii) the conditions prescribed for availing the benefits have been/would be met with.
iii) the revenue authorities/courts will concur with the views expressed herein.

The contents of the enclosed statement are based on information, explanations and representations obtained from the Company and on the basis of our understanding of the business activities and operations of the Company.

We also consent to the references to us as "Experts" under section 26 of the Companies Act to the extent of the certification provided hereunder and included in the draft red herring prospectus, red herring prospectus and prospectus of the Company or in any other documents in connection with the Offer.

We hereby give consent to include this statement of tax benefits in the draft red herring prospectus, red herring prospectus, the prospectus and in any other material used in connection with the Offer.

Limitations

Our views expressed in the statement enclosed are based on the facts and assumptions indicated above. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes. Reliance on the statement is on the express understanding that we do not assume responsibility towards the investors who may or may not invest in the proposed issue relying on the statement.

This statement has been prepared solely in connection with the offering of Equity shares by the Company under the Securities and Exchange Board of India ("SEBI") (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended (the Offerings).,

For KG Somani & Co.
Chartered Accountants
ICAI Firm Registration No.: 006591N

Ashish Kumar Batta
Partner
Membership No: 095597
Place: New Delhi
Date: 20.03.2018

Annexure – A

Statement of possible direct tax benefits available to the company and to its shareholders

I. SPECIAL TAX BENEFITS AVAILABLE TO THE COMPANY

Section 80-IA (1) of the Act

"Where the gross total income of an assessee includes any profits and gains derived by an undertaking or an enterprise from any business referred to in sub-section (4) (such business being hereinafter referred to as the eligible business), there shall, in accordance with and subject to the provisions of this section, be allowed, in computing the total income of the assessee, a deduction of an amount equal to hundred per cent of the profits and gains derived from such business for ten consecutive assessment years".

Section 80-IA (4) of the Act

"This section applies to—

(i) any enterprise carrying on the business of (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining any infrastructure facility which fulfils all the following conditions, namely: -

(a) it is owned by a company registered in India or by a consortium of such companies or by an authority or a board or a corporation or any other body established or constituted under any Central or State Act;

(b) it has entered into an agreement with the Central Government or a State Government or a local authority or any other statutory body for (i) developing or (ii) operating and maintaining or (iii) developing, operating and maintaining a new infrastructure facility;

(c) it has started or starts operating and maintaining the infrastructure facility on or after the 1st day of April, 1995."

However, this section shall apply to any enterprise which starts the development or operation and maintenance of the infrastructure facility before the 1st day of April, 2017.

However, as per Section 115JB of the Act, the Company shall be required to pay Minimum Alternate Tax ("MAT") at the rate of 18.5% (plus applicable surcharge, education cess and secondary & higher education cess) on book profits as computed under the said Section, irrespective of the tax benefits available under Section 80-IA of the Act.

II. SPECIAL TAX BENEFITS AVAILABLE TO THE SHAREHOLDERS OF THE COMPANY

The shareholders of the Company are not entitled to any special tax benefits under the Act.

Notes:

The above statement of Direct Tax Benefits sets out the possible tax benefits available to the Company and its shareholders under the current tax laws presently in force in India.

a. This statement is only intended to provide general information to the investors and is neither designed nor intended to be a substitute for professional tax advice. In view of the individual nature of the tax consequences, the changing tax laws, each investor is advised to consult his or her own tax consultant with respect to the specific tax implications arising out of their participation in the issue.

b. We have not commented on the taxation aspect under any law for the time being in force, as applicable, of any country other than India. Each investor is advised to consult its own tax consultant for taxation in any country other than India.

c. Our views expressed in this statement are based on the facts and assumptions as indicated in the statement. No assurance is given that the revenue authorities/courts will concur with the views expressed herein. Our views are based on the existing provisions of law and its interpretation, which are subject to change from time to time. We do not assume responsibility to update the views consequent to such changes.

SECTION IV – ABOUT THE COMPANY

INDUSTRY OVERVIEW

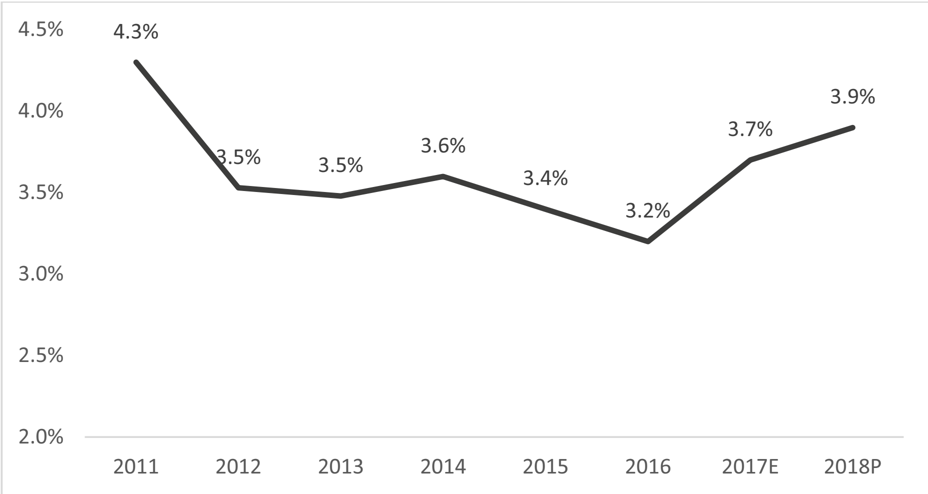
Unless noted otherwise, the information in this section has been extracted or obtained or derived from the "Report on construction / investment opportunity in Indian Roads and Railways as well as in select overseas countries" published on March 2018, by CRISIL Research, a division of CRISIL Limited (the "CRISIL Report"). Our Company, the BRLM and any other person connected with the Issue has not independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

All information contained in the CRISIL Report has been obtained by CRISIL from sources believed by it to be accurate and reliable. Although reasonable care has been taken by CRISIL to ensure that the information in the CRISIL Report is true, such information is provided 'as is' without any warranty of any kind, and CRISIL in particular, makes no representation or warranty, express or implied, as to the accuracy, timeliness or completeness of any such information. All information and estimates contained herein must be construed solely as statements of opinion, and CRISIL shall not be liable for any losses incurred by users from any use of this publication or its contents. Neither our Company, nor the BRLMs or any other person connected with the Offer has independently verified this information. Industry sources and publications generally state that the information contained therein has been obtained from sources believed to be reliable, but their accuracy, completeness and underlying assumptions are not guaranteed and their reliability cannot be assured. Industry sources and publications are also prepared based on information as of specific dates and may no longer be current or reflect current trends. Industry sources and publications may also base their information on estimates, projections, forecasts and assumptions that may prove to be incorrect. Accordingly, investors should not place undue reliance on, or base their investment decision on this information.

Global economy on a rebound

The International Monetary Fund (IMF) in its January 2018 edition of the World Economic Outlook has upgraded its global growth (Real GDP) forecast to 3.7% for 2017 and 3.9% in 2018, compared with 3.2% in 2016. The IMF has indicated that the growth has been broad-based, with notable upside in Europe and Asia for the revision. It has also attributed the upward revision to increased global growth momentum and the expected impact of recently approved United States tax policy changes. However, the IMF has cited rich asset valuations and very compressed term premiums, which raises possibility of financial market correction, as the downside to its growth forecast.

Global economy to grow faster in 2018



Source: International Monetary Fund, CRISIL Research

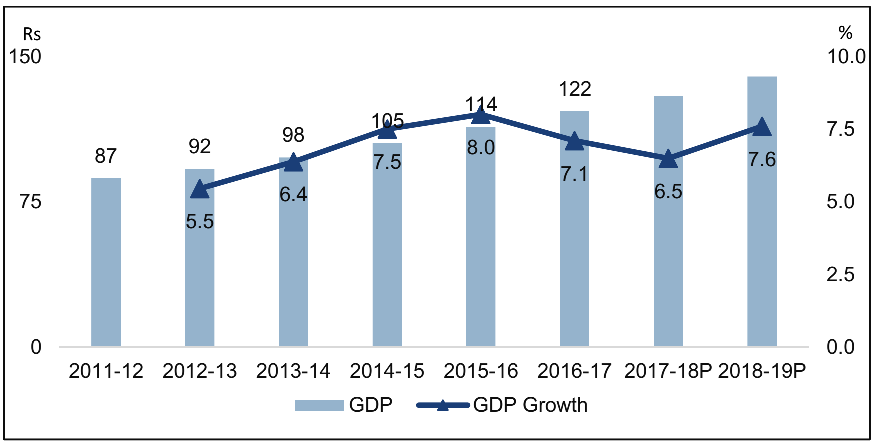
Long-term prospects for India's economic growth healthy despite minor setback in 2017

CRISIL Research believes real GDP growth would rebound to 7.6% in fiscal 2019 from 6.5% this fiscal as the transitory disruptions from GST implementation would wane and a low base would help. Growth would continue to be consumption led as interest rates are expected to remain soft and inflation under control. Implementation of seventh pay commission hikes at the state level would help. Growth would also be mildly supported by public spending (with a rural focus) in infrastructure, especially roads.

In the months ahead, inflation could see an upside from some bump up in oil prices, and higher household spending led by (i) implementation of farm loan waiver and (ii) an expected upward revision in salary and allowances of state government employees. Yet, domestic food inflation is expected to stay low aided by a good monsoon, and this will play a key role in keeping overall inflation in fiscal 2018 low.

CRISIL expects CPI to average 4% in fiscal 2018 (down from 4.5% in fiscal 2017). Going ahead, if the risks to growth rise, and inflation undershoots the Monetary Policy Committee's forecast, then there is a possibility of a rate cut.

Real GDP growth in India (new GDP series)



Source: CSO, CRISIL Research

Policy measures to drive construction spend, boost private participation

CRISIL Research estimates construction[2] sector in India at Rs 14.4 trillion during fiscals 2015-2018 which is about 40% higher than construction spends during fiscals 2011-2014, driven by increased investments in Roads followed by Railways and Urban Infrastructure. In fiscal 2016, the construction spend for India as a % of GDP (current prices) accounted for about 6.9% (FY17) compared to other developing countries such as Sri Lanka at 7.4% (provisional) and Malaysia at 4.7% in 2015.

Over fiscals 2019-2022, CRISIL Research expects the construction sector to increase 54% to Rs 22.2 trillion. Of this about 93% is contributed by infrastructure investments while the rest is from Industrial. This growth in infrastructure investments is driven by government initiatives and budgetary support especially in sectors such as Roads, Irrigation, Urban Infrastructure and Railways. These initiatives include:

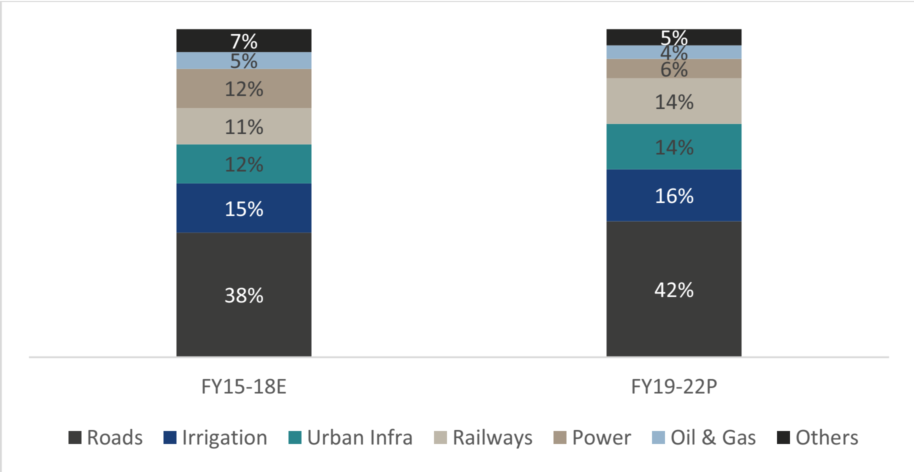
- New Metro Rail Policy unveiled in August 2017 which makes PPP a must for obtaining central government assistance to boost private participation in Metro Rail.
- Awarding national highway projects only after 80-90% of the required land is in possession of the government from FY17 to reduce the uncertainty in the projects.
- Launching of schemes to help developers improve cash flow and repay debt, such as rescheduling premiums in road projects and permitting developers to offload stake in the build-operate-transfer projects initiated in FY16.
- Increased thrust on financing projects through external funding and private participation in Railway infrastructure from FY16.
- Financial restructuring of state electricity boards through UDAY, providing room for investments in distribution network.
- Bharatmala project(under inter-ministerial consultation as of August 2017) which envisages construction of 24,800 km of Roads
- Investment of ~ Rs 350 billion in urban infrastructure in seven states over FY 2015-2020 under the Atal Mission for rejuvenation and Urban Transformation(AMRUT)
- Convergence of irrigation schemes under the Pradhan Mantri Krishi Sinchayee Yojana (PMKSY) with a spending target of Rs 500 billion for the period FY 2016-20
- Development of 50 economic corridors as well as 35 multimodal logistics parks and 10 intermodal stations, to boost transportation related investments under multi-modal logistics and transport policy in 2017.

Roads to enjoy lion's share of construction spend

Road projects augur well for construction players, as nearly all funds (save those used for land acquisition) are channelized into construction. Moreover, over the years, the private investments have grown close to public investments due to implementation several models such as BOT-toll, BOT-Annuity, BOT-HAM etc. thereby contributing the highest share of construction spend at 38%.

[2] Considering Roads, irrigation, Urban Infrastructure, Railways, Power, Oil&gas

Roads, Irrigation, Urban Infrastructure and Railways account for three fourth of the construction spend



Note: Urban infrastructure includes mass rapid transit system (MRTS), bus rapid transit system (BRTS), water supply and sanitation (WSS) projects, smart cities, and related infrastructure development.

E: Estimated; P: Projected

Source: CRISIL Research

Share of railways in construction to rise to 14% over the next 4 years

During fiscals 2015-2018, railways accounted for 11% of the construction sector at Rs 1.6 trillion. Over the next 4 years, the construction opportunity in Railways is expected to double to Rs 3.1 trillion driven by investments by public as well as private sector especially in Network decongestion, expansion and Safety which account for over half of the total investments in railways during this period.

Investments in key segments such as new lines, gauge conversion, doubling, track renewals, and electrification will account for Rs 2.3 trillion (73%) of the construction opportunity during fiscals 2019-2022 with doubling accounting for the highest share at 31% during this period.

Railway investments to touch Rs 6.8 tn over fiscals 2019-2022

CRISIL Research expects the investments in railway sector to increase by about 77% from Rs 3.9 trillion in fiscals 2015-2018 to Rs 6.8 trillion in fiscals 2019-2022. The growth in investments are driven by

Availability of funding from Life Insurance Corporation (LIC) and Multilateral agencies

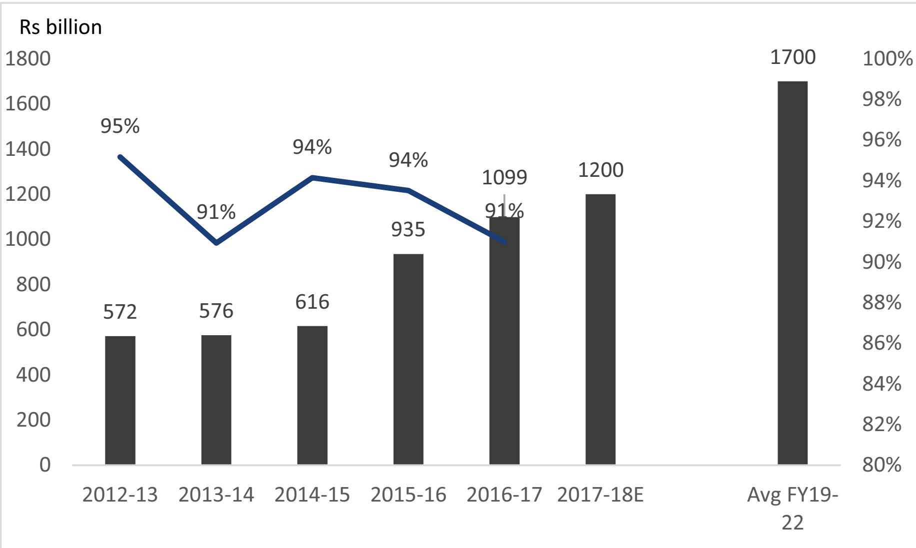
Improvement in the pace of approvals

Provision of additional resources such as Rashtriya Rail Sanraksha Kosh (RRSK)

Increase in private sector participation *(especially in rolling stock, station redevelopment, connectivity projects, etc.)*

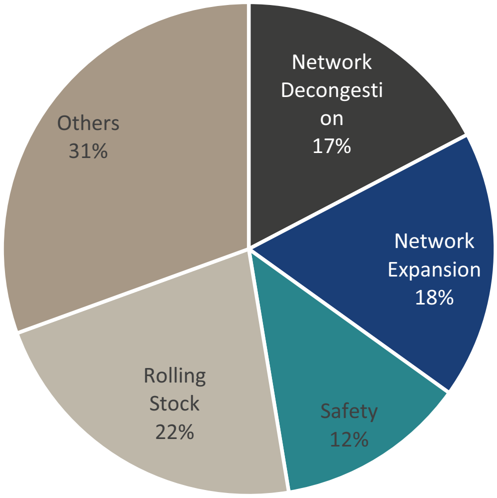
During 2012-13 to 2016-17, the investments in Indian Railways have almost doubled from Rs 572 billion to Rs 1099 billion. Especially, in 2015-16, the investments have jumped by about 52% from Rs 616 billion to Rs 935 billion. This was led by an increased thrust on raising funds through new channels such as LIC, Multilateral agencies etc.

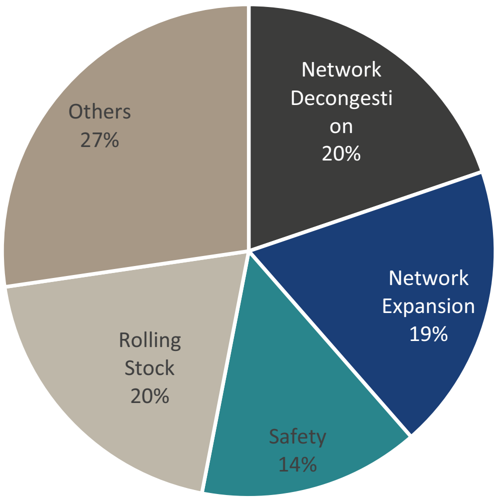
Investments in Railways



Note: During FY19, budgetary allocation for Railways stood at Rs 1465 billion
Source: Budget Documents, CRISIL Research

Split of Investments among railway segments





FY15 – FY18 FY19 – 22P

Note: Others include DFC, HSR

Source: Indian Railways, CRISIL Research

Network decongestion and expansion is a Rs 1.4 trillion opportunity

Network decongestion incorporates investments in, Gauge Conversion, Doubling and Electrification. CRISIL Research estimates an outlay of Rs 1.4 trillion (21% of the actual capex) for this segment between fiscals 2019 and 2022 – about 102% jump in allocation compared to the previous four years.

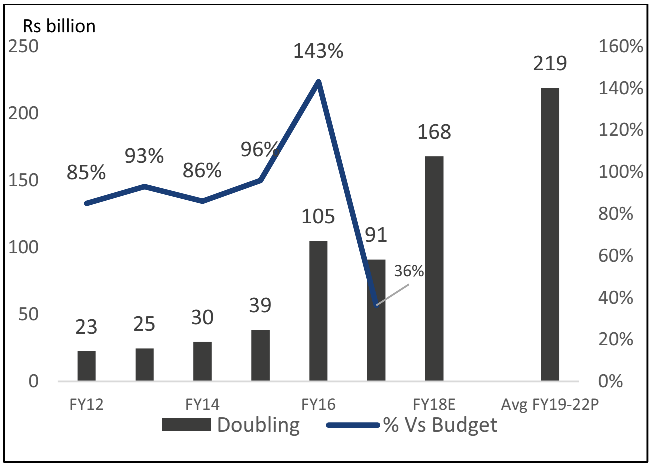
Sanctioning of new lines has also seen a sharp increase since fiscal 2016 as availability of funds improved. Moreover, the execution has maintained this pace in fiscal 2017 where actual have exceeded the budgeted target for the year.

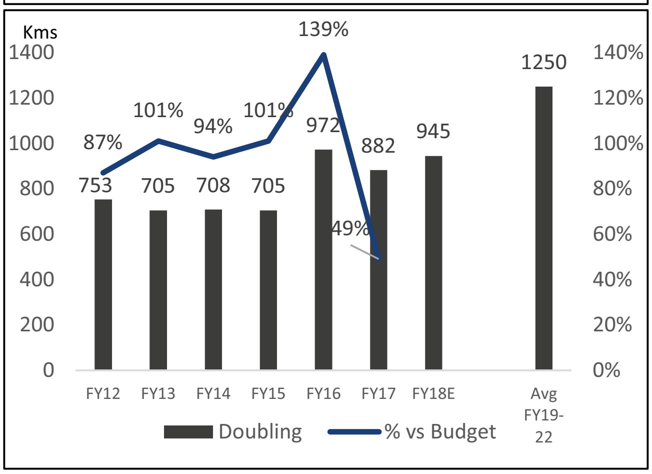
The ramp up of new lines was driven by the funding support through joint ventures with various state governments. Apart from funding, other measures such as speeding up approvals (timeline for approval and tendering has been cut down from 2-2.5 years to 9-12 months) have also helped increasing the pace of execution.

Investments in doubling to double over the next four years

Doubling projects, which involve laying additional line/s along an existing line to ease traffic constraints and increase chartered capacity, are seeing sharper focus on commissioning. The buoyancy comes from a sharp increase in the pace of new sanctions, emphasis on project prioritisation, an assurance of funds from LIC being utilised in addition to Gross Budgetary Support (GBS).

Spend on doubling to increase significantly





Note: Indian Railways Budget estimate for FY19 is Rs 174 billion

Source: Railways performance and outcome budget report, CRISIL Research

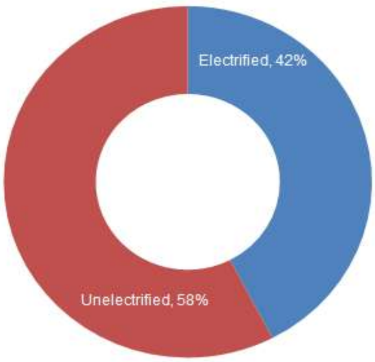
The pace of completion of doubling projects is likely to increase to 1,500 km by FY22 from 882 km in fiscal 2017. Although, the budget has set a target of 1800km in the year, it has been revised down sharply to 945 km during the revised estimates. Albeit, the pace of execution has been pulled up significantly compared to the period during fiscal 2012-2015.

As a result, we expect spending on doubling projects to almost triple by fiscal 2022 from Rs 91 billion in fiscal 2017

Share of electrification on broad gauge to rise; offers potential for EPC players

As per union budget fiscal 2019, 1646 km of track has been electrified during fiscal 2017, taking the total electrified track length to 29,645 rkm. Till FY16, electrification has been extended to 27,999 rkm constituting 42% of the total rail network and 46.3% of the broad gauge (BG) line.

Over half of total network pending for electrification

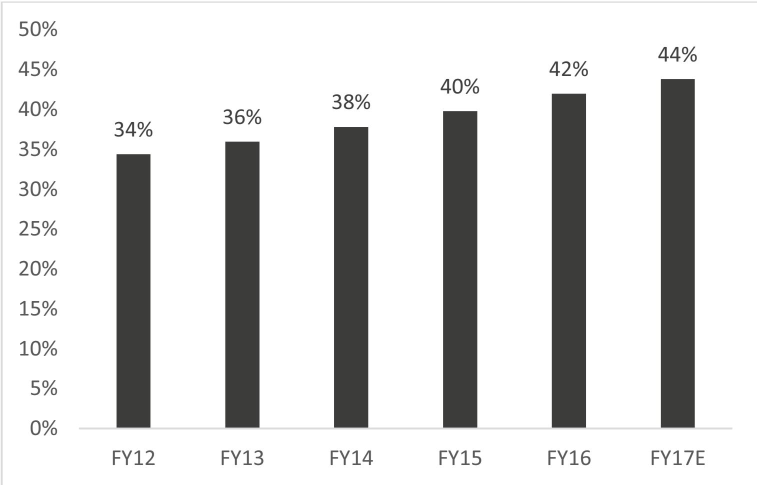


As on FY16

Source: Indian Railways

Completion for electrification increased from 1,375 km in fiscal 2015 to 1,646 km in fiscal 2017 aided by Life Insurance Corporation of India infusion. In line with the master plan prepared by Indian Railways, the proposed physical target for fiscal 2018 has been ramped up to 4,000 rkm. The government's plan till FY 2020-21 is to touch electrification pace of 10,500 km every year. The push has been supported by a significant rise in allocations – with the latest Union Budget revising the targeted spend for fiscal 2018 to Rs 50 billion and proposing an even higher outlay for fiscal 2019. For scale, the revised outlay for fiscal 2018 is 72% higher than spend in fiscal 2017.

Rising share of electrification on Indian Railways network

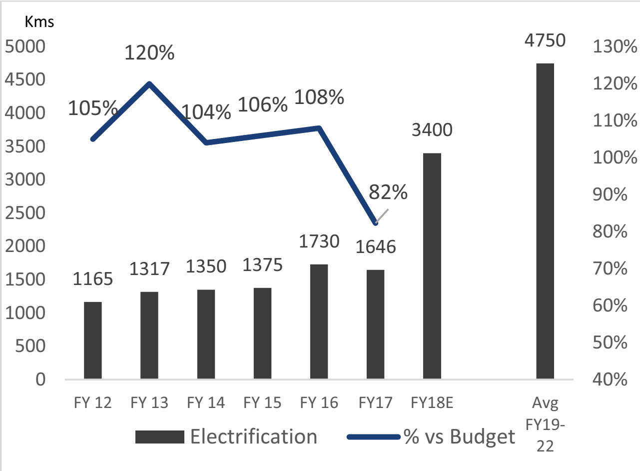


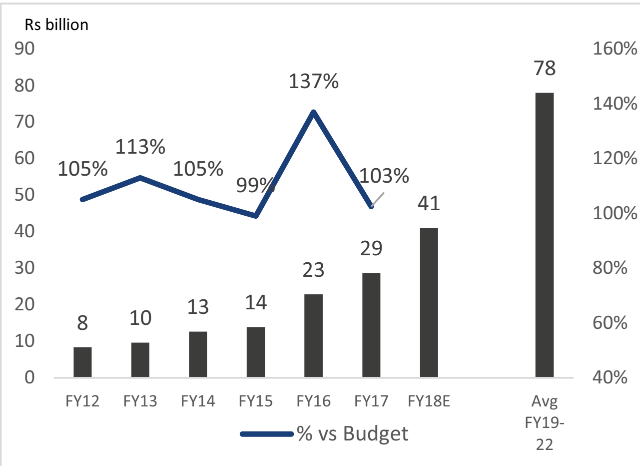
Source: CRISIL Research

Still, CRISIL believes the ramp-up would be slightly slower as contractors would need some time to scale up. Also the upward bias to electrification outlook is subject to availability of funds and electric locomotive capacity. We expect the completion of electrification to average at 4,750 km during FY19-22, taking the total kms electrified to about 19,000 kms compared with 7,418 kms from fiscals 2013 to 2017.

Even the two dedicated freight corridors on which work is currently underway will both be electrified lines.

Electrification spend typically over budget





Source: Railways performance and outcome budget report, CRISIL Research

Ministry of Railways' electrification capex for the railway network has increased significantly from Rs 8 billion in fiscal 2012 to Rs 29 billion in fiscal 2017. This is estimated to surge to Rs 41 billion in fiscal 2018. Over fiscals 2019-2022, we estimate an average run rate of Rs 78 billion per year over fiscal 2019-2022.

Indian Railways has been slowly but steadily electrifying its routes, as the benefits of electrification of railway lines are far greater, compared with running with diesel engines. Most importantly, in India, the cost of electrification is cheaper than running trains with diesel.

Higher speeds and improved throughput - Electrification generates 12-19% of additional line capacity owing to faster speeds. Hence, to release the line capacity in dense rail corridors, investment in electrification is justified.

Leads to lower carbon footprint

Electrification to drive EPC contracts while rolling stock presents opportunities in manufacturing for private players

While some proportion of electrification is executed by the Indian railways and various PSUs, a significant share is outsourced to private players via the EPC mode.

As a result, with the rate of electrification increasing in the near future, the opportunities for private players are expected to improve proportionally.

Rs 26 billion potential in manufacturing facilities for rolling stock, more projects proposed under JV

With the focus on network expansion and rising rate of electrification, there is expected to be a commensurate increase in locomotive demand. To balance this demand, the government has envisaged two locomotive plants, both in Bihar, which have been awarded already through the PPP route. While Alstom has commenced production of its first locomotive from October, 2017, GE had imported its prototype from US.

Moreover, the railways has also planned to set up a factory for manufacture of EMU/MEMU coaches under JV route. The selection of the JV partner for the project is currently under process.

Rolling Stock		
Plant/ Factory	Developer/ Partner	Estimated cost (Rs billion)
Electric locomotive factory at Madhepura	Alstom	26
Diesel Locomotive Factor (DLF) at Marhowra	GE	

Note: The construction of Electric locomotive factory was completed in September 2017

Source: PIB, Industry, CRISIL Research

Indian Railways has adopted various models for strategic partnerships, including those involving tie-ups with customers and investors (non-government railway or private line; joint venture; customer-funded model) and also pure PPP models (build, operate and transfer, or BOT, and BOT-annuity). The government has come up with model concession agreements for each of these models, which define the risk and responsibility balance among stakeholders involved in a project to increase transparency of the process.

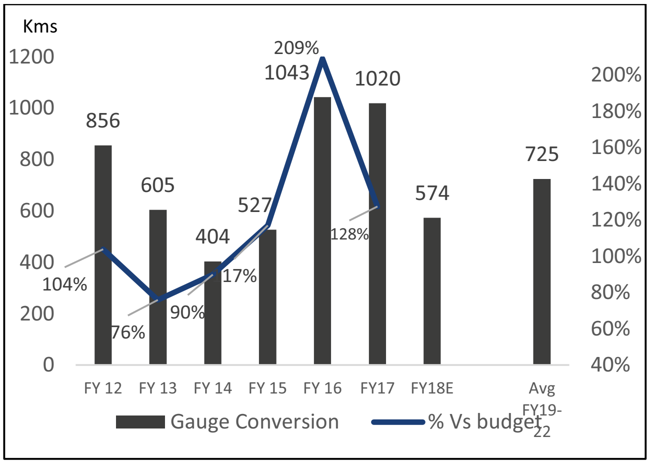
92% of lines are under broad gauge, with rest targeted for conversion in 4-6 years

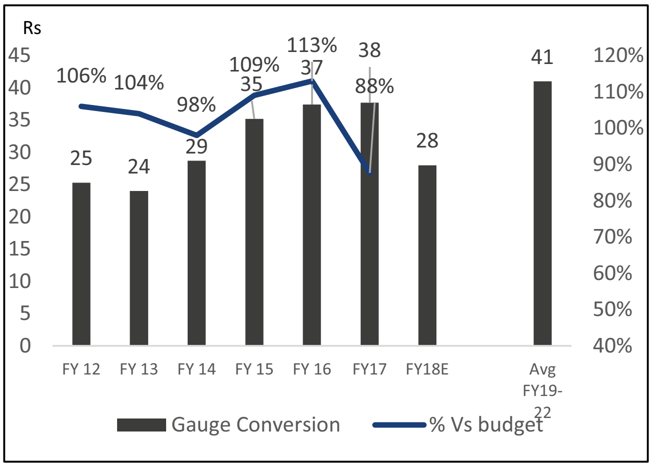
Conversion from metre gauge to broad gauge is undertaken to ensure seamless movement of traffic on Indian Railways network. Broad gauge is used for regular trains, while metre gauge and narrow gauge are used for smaller and unconventional engines and coaches.

As of fiscal 2016, 60,510 rkm are under broad gauge, while the rest are under metre gauge or Narrow gauge. Considering the network expansion and gauge conversion carried out during fiscal 2017, CRISIL Research estimates about 92% of the railway network is under broad gauge.

Over fiscals 2019-2022, CRISIL Research expects gauge conversion of about 2,900 rkm over FY19-FY22, indicating that about ~98% of the network will be on broad gauge by FY22.

Steady completion of average 700-750 km expected in gauge conversion over FY19 – FY22





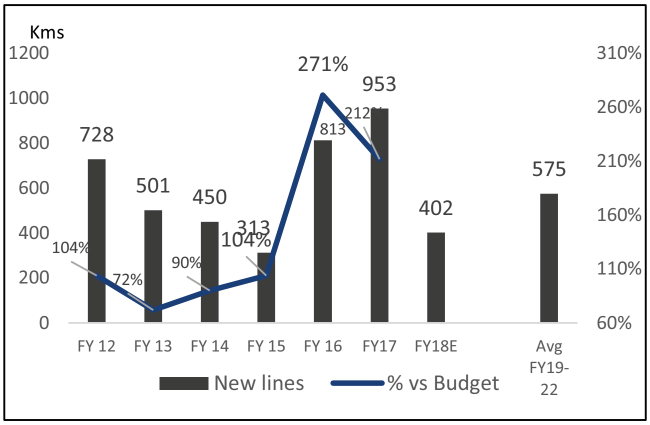
Source: Budget documents, CRISIL Research

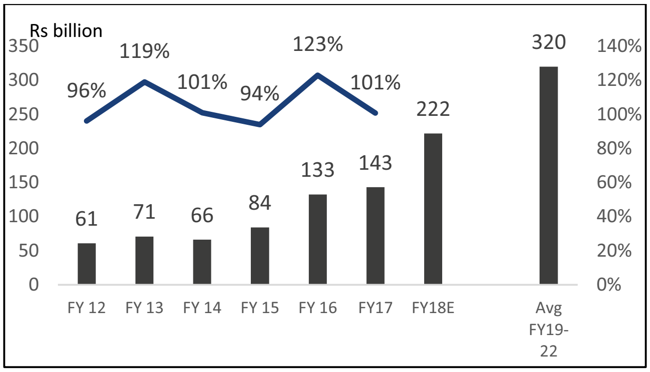
This would translate into investments for gauge conversion to the tune of Rs 160 - 165 billion during FY19-22, a 18% rise over FY15-18E.

Investments in new lines to majorly clear backlog projects

New lines are sanctioned for providing connectivity to regions not adequately connected to the railway network. Priority has been accorded to clearing the huge backlog of projects, most of which are more than 10 years old and routes which offer better return. New line projects typically take 2-3 years to commission after land acquisition.

Steady completions of 500-600 kms targeted from backlog projects





Source: CRISIL Research

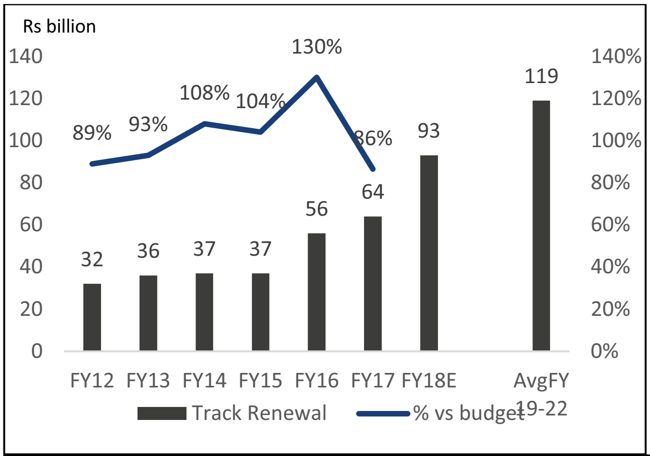
Indian Railways will be able to take up additional new line projects if State JVs/ PPPs come up in a big way or where industrial hubs need to be connected.

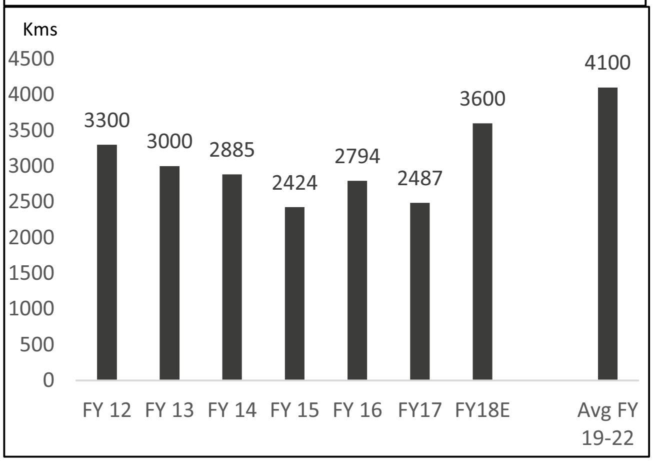
Investments in Track Renewals to rise with thrust on safety

We estimate investments on track renewals to increase from estimated Rs 238 billion over FY15-18E to Rs 475 billion over FY19-22, aided by higher availability of funds for safety through newly introduced Safety fund "Rashtriya Rail Suraksha Kosh" during FY18 budget.

On an average, about 4,500 km of track should be renewed annually. However, due to financial constraints, the achievement on this score has declined over the past six years. This has resulted in a backlog of 5,300 km as of FY16, leading to high maintenance and speed restrictions. Thus, the backlog has hindered efforts to increase train speeds, bloated up maintenance effort and costs, and led to safety failures.

Historically, track renewal has met investment budgets





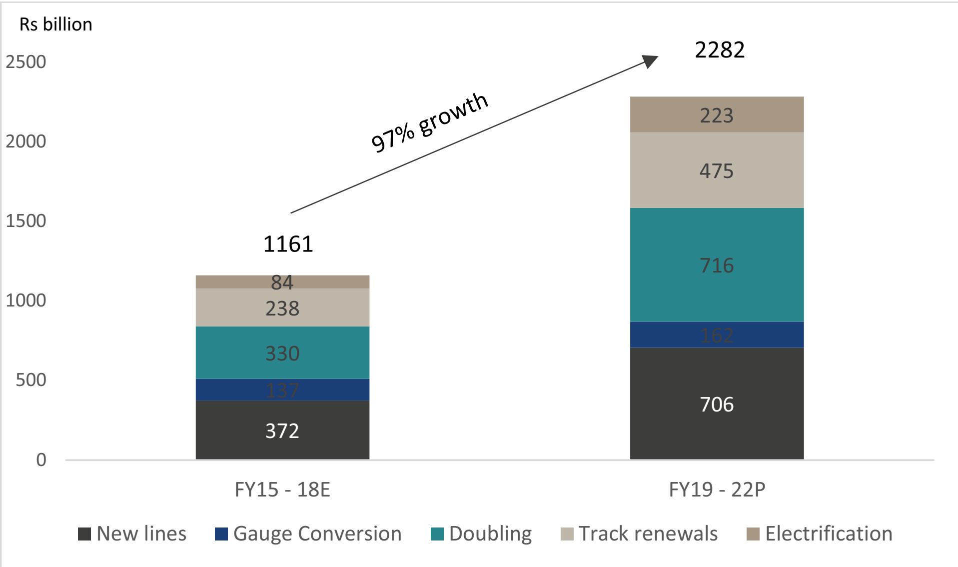
Source: Budget documents, CRISIL Research

IR to provide a construction opportunity of Rs 3.1 trillion over FY19-22

Over the next 4 years, the construction opportunity in Railways is expected to double to 3.1 trillion driven by huge investments especially in Network decongestion, expansion and Safety which account for about 53% of the total investments in railways during this period.

Of this, ~73% (Rs 2.3 trillion) of total IR construction spend is expected to be in new lines; gauge conversion; doubling; track renewals; and electrification; this is a 97% rise in construction opportunity over estimated Rs 1.2 trillion construction opportunity for these segments during fiscals 2015-2018.

Construction opportunity in major segments of IR



Source: Industry, Ministry of Railways, CRISIL Research

Among these segments, doubling accounts for the highest share accounting for about 31% of the total construction spends during fiscals 2019-2022. This is mainly due to increased investments towards doubling, which are expected to double over the next four years compared to fiscals 2015-2018 due to increase in pace of execution.

Construction intensity is highest for track renewals and gauge conversion at > 90%, whereas for new lines, it is 55-60%. The difference in construction intensity between track renewals, gauge conversion with new lines is due to the land acquisition and signalling costs (nil for track renewals and gauge conversion).
For doubling and electrification, the construction intensity is 80-85% for doubling, and 70-75% for electrification as the land acquisition costs for doubling are negligible and hence signalling and telecommunication investments account for majority of the non-construction investments.

In case of electrification, investments in substation and other electrical equipment occupies the remaining share of investments.

Spend on DFC gathers traction, PPP Stretch in DFC, a key monitorable

As part of the plan to boost freight share and revenues, spending on the Eastern and Western Dedicated Freight Corridor (DFC), on which work is underway, has seen a significant step-up of late. The Eastern DFC covers a route length of 1856 Km whereas the western DFC covers a route length of 1504 km.

The total project cost for these two DFCs is estimated at Rs 815 billion. Till fiscal 2017, the total investment in DFCs stood at Rs 317 billion of which Rs 159 billion is towards land acquisition.

Over fiscals 2016-2021, investments to the tune of Rs 682 billion are anticipated in DFCs. Of this, during fiscals 2016-2017, about Rs 184 billion has been expended leaving an opportunity of Rs 498 billion between fiscals 2018-2021.

In the first phase, two DFCs have been planned:

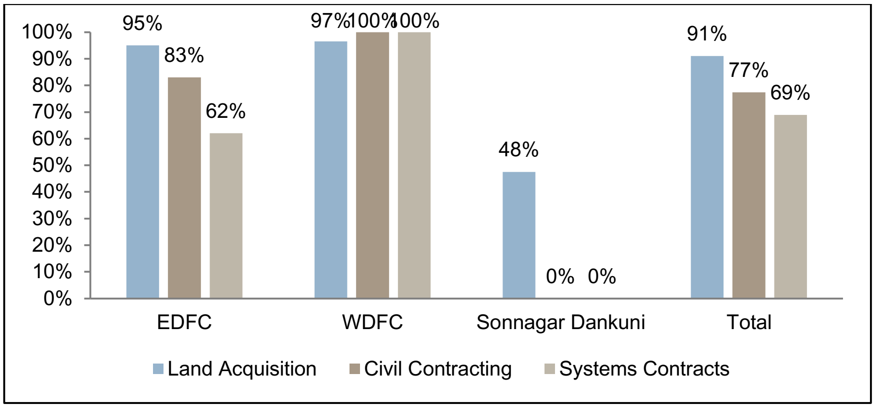
The eastern stretch, from Dankuni in West Bengal to Ludhiana in Punjab

The western stretch from Jawaharlal National Port Trust in Mumbai to Dadri in Uttar Pradesh

Status and milestones*

As per the latest available data from DFCCIL, significant progress has been made on land acquisitions and award of contracts as on January 2017. As per DFCCIL, 92% of civil contracts have been awarded (EDFC and WDFC), while it is 82% each for electrical and signalling-and-telecom contracts.

Status of DFC



Note: As on January 2017

In terms of Physical progress, according to a PIB circular about 29% of the project is completed physically as on July 2016.

Rs 101 billion opportunity on eastern DFC alone

The Dankuni-Sonnagar stretch on the eastern DFC has been identified for awarding to private players

DFC		
Stretch	Km	Estimated cost (Rs billion)
Dankuni-Gomoh	282	101
Gomoh-Sonnagar	257	

Source: Industry, CRISIL Research

The construction cost is estimated to be around 70-80% of the cost of the project.

Future DFCs offer Rs 2,717 billion opportunity

As a part of corridor along Golden Quadrilateral, four more DFCs, spanning 6,700 km, have been planned over the next 8-10 years. The cost of three of these corridors is estimated at Rs 2,717 billion. The Preliminary Engineering and Traffic Study (PETS) for three of these corridors has already been completed.

Dedicated Freight Corridors		
No of projects	Km	Estimated cost (Rs billion)
East-West Corridor	2328	
North- South Corridor	2343	2,717
East Coast Corridor	1114	

Source: PIB

New Metro Rail policy to boost private participation

The Ministry of Railways has accorded priority to development of metropolitan rail networks, which include suburban rail networks in Mumbai, Hyderabad and Chennai, and Kolkata Metro. These cities are seeing some activity aimed at expansion of the networks.

Among the 14 metropolitan Projects (MTP) planned by Indian Railways, Kochi Metro rail project has been recently commissioned in June 2017. There has been a significant delay in these projects due to delay in Land acquisition and clearances. Over the next four years, we anticipate an investment of about Rs 60-65 billion in Metro Rail.

PPP a necessity for Metropolitan Rail projects to access central government funds

The new Metro Rail policy unveiled by the railway minister in August 2017 makes it mandatory for developing authorities undertaking metropolitan rail projects to opt for one out of the three PPP models outlined by the central government in order to receive financial assistance from the central government.

The 3 PPP models outlined by the central government are:

1. *Cost plus fee contract*-Private operator is paid a monthly/annual payment for O&M of system. This can have a fixed and variable component depending on the quality of service. Operational and revenue risk is borne by the owner.

2. *Gross Cost Contract*-Private operator is paid a fixed sum for the duration of the contract. Operator to bear the O&M risk while the owner bears the revenue risk.

3. *Net Cost Contract*-Operator collects the complete revenue generated for the services provided. If revenue generation is below the O&M cost, the owner may agree to compensate.

With the investment in Metropolitan rail projects over the next three years expected to be around Rs 50-60 billion, the significance of metro projects in the portfolio of infrastructure companies is expected to increase

High speed rail expected to materialise due to low-cost fund tie-up

During fiscals 2016-2020, Indian Railways' have targeted an investment of Rs 650 billion for the development of high speed rail (HSR) corridors in India. However, CRISIL Research believes that barely about one third (Rs 190-200 billion) of these investments will bear fruit due to land acquisition hurdles.

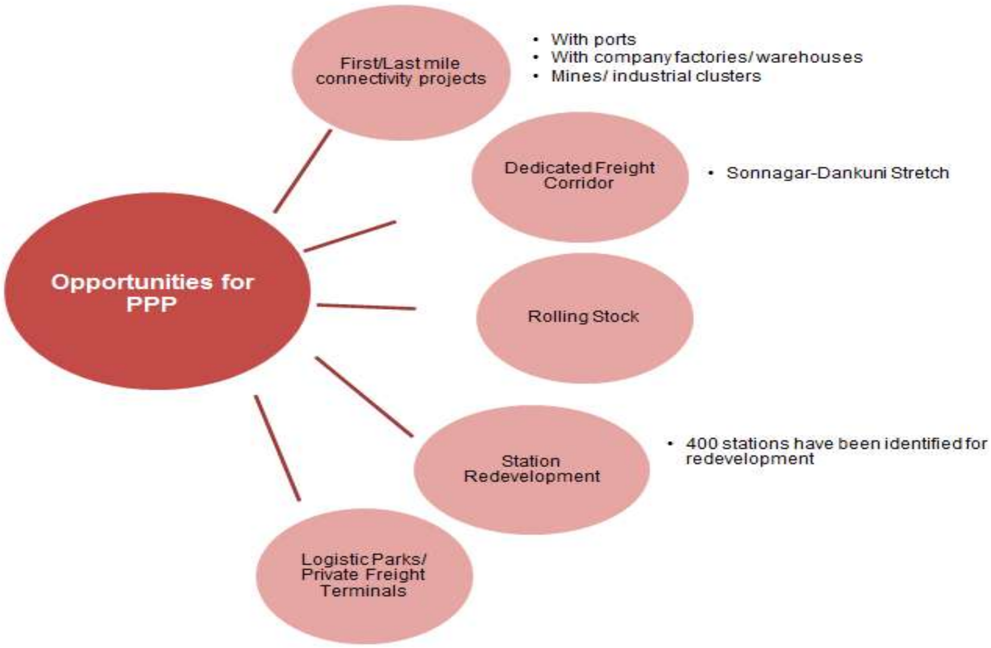
The feasibility study of the first HSR between Mumbai-Ahmedabad estimated at Rs 976 billion has concluded. Despite such a high cost, the project will materialise due to availability of cheaper funds from Japan International Cooperation Agency (JICA). JICA has agreed to fund 81% of the project cost at an interest rate of 0.1% per annum for 50 years, with a 15 year moratorium period.

During fiscals 2016-2019, the budget has allocated Rs 24.5 billion towards the new special purpose vehicle (SPV) for HSR – the National High Speed Rail Corporation (NHSRC). Land acquisition and partial funding from Maharashtra and Gujarat state government towards HSR will be a key monitorable.

Opportunities in PPP unfolding; will help harness private capital

The Ministry of Railways is banking on public private partnerships (PPP) to enlist private sector participation for achieving its infrastructure modernisation and expansion agenda. To promote this, several facilitating measures have been rolled out since December 2012, including the framework agreements for different participative models.

Opportunities for participative projects are being explored in several areas



Source: CRISIL Research, Industry

The following areas could see more such investments:

Investments in branch lines, or separate lines through BOT or revenue sharing arrangements

Investments in private freight terminals

Station redevelopments on BOT basis

A good part of the opportunity for private players is expected to be in two broad areas: station redevelopment and first/last mile connectivity.

Station redevelopment: A ~Rs 70 billion window

IR maintains ~8,500 stations developed over the years. Of these, large stations face various issues- congestion due to incoming/outgoing passengers and visiting relatives who throng platforms and over-head bridges and waiting areas.

To address this, Indian Railways has now decided to redevelop 400 stations under the PPP model by simplifying processes for faster redevelopment.

Of these, about 100 stations have been targeted to be redeveloped during fiscals 2016-2020 and 13 have been taken up till fiscal 2017. Of these, contracts for two stations – Gandhinagar and Habibganj have been awarded and are under construction.

Apart from this, National Building Construction Corporation (NBCC) has taken up redevelopment of 10 stations at an estimated cost of Rs 50 billion till fiscal 2020. Together, these stations offer an investment opportunity of Rs 70 billion till fiscal 2020.

First/last-mile connectivity is a Rs **60 billion opportunity for private players**

Facilities such as ports, mines and logistics parks need efficient rail connectivity. Therefore, provision of first/last-mile connectivity to the main railway line needs to be construed as an integral part of the main project.

Such projects involve strategic partnerships with the customers and investors, and would therefore use the non-government railway (NGR), JV and customer-funded models. The government has sanctioned about 6 port connectivity projects involving a network addition of 540 km at an estimated cost of Rs 60 billion through private partnerships.

The owner is required to acquire land, put in investment and build the railway line, which would be declared as non-government for goods and possibly even passengers. The rules of the Railway Act, 1989 will be applicable. The infrastructure would be used by Indian Railways against a fee

National Rail Plan 2030 to provide the future Roadmap

In order to provide long term perspective to planning for augmenting the railway network Ministry of Railways have decided to develop National Rail Plan (NRP 2030) in consultation with all the stakeholders. For this purpose, it has launched a website of National Rail Plan, 2030 for all stakeholders to give their inputs, as Railways' planning cannot be done in isolation.

So far, development of the network was taken up based on numerous individual requests received from various stakeholders such as state governments, elected representatives, industries, etc. for sanction of railway projects in different parts of the country. Based on these representations and infrastructural gaps, operational requirements, bottlenecks strategic requirements, socio-economic considerations and participation by other stakeholders, new railway projects are sanctioned. However, these projects are sanctioned mostly in isolation and may not necessarily take a holistic view of the infrastructural needs of the country's railways.

Currently, IR doesn't have a long-term integrated plan. Surveys are initially done as per demands of public representatives and then some of these lines are later sanctioned. IR intends to reverse the process. It plans on developing a network plan first and then conducting surveys. The network plan shall take into account connectivity to backward region, congestion in the existing network and futuristic development of industrial corridors. Removal of deficits in existing network are to be planned given huge regional imbalances.

To take a holistic approach, a beginning was made in 2014 when 24 clusters were identified and the removal process of their bottlenecks was initiated on a corridor basis. Projects were sanctioned to decongest the network and its work has started.

To take this process to next level, NRP 2030 has been envisaged which shall not only take care of existing corridors but also the identification and development of new corridors & connections. This will facilitate easy movement of freight and passengers, and access to resources and services with reliability, safety and convenience to secure an environmentally efficient and long-term sustainable rail transport.

Objectives of NRP study

The overall objective of the study is to prepare a comprehensive strategy and master plan for the rail sector in India which will:

- Facilitate easy movement of freight and passengers, and access to resources and services with reliability, safety and convenience to secure an environmentally efficient and long-term sustainable rail transport system;
- Stimulate economic growth by way of creating required rail infrastructure in conjunction with other modes of transport;
- Promote social integration and stability, and be responsive to local, national, regional and international demands and/or any socioeconomic growth strategy;
- Provide a prioritised rail transport investment plan and implementation schedule for the whole country as well as specific national and regional spatial development corridors;
- Draw out a plan for Trans-Asian Rail network;
- Meet the strategic requirement along international border, and
- To build an economically competitive rail transport system.

NRP 2030 roadmap

The NRP 2030 envisages:

- Identification of various traffic originating and terminating points including upcoming power plants, new coal mines, ports, industrial hubs, smart cities etc.
- Identification of missing links in the existing rail network to provide alternative routes parallel to congested routes.
- Need for new lines to connect infrastructure-deficient areas including naxal-affected territories.
- Need for third or fourth line and future provision of new DFC corridors.
- Integrated planning of high-speed rail network in the country, keeping in view the time of point-to-point travel of about six hours.

Snapshot of construction players in Railways#

Company Name	ARSS Infrastructure	Kalindee Rail Nirman Limited*	IRCON International	Nagarjuna Construction Company (consolidated)
Key Segments	Bridges Laying of rails S&T, Electrification	Automation Laying of rails S&T	Bridges and Stations Coach Factories S&T, Electrification	Buildings, Roads, Irrigation Gauge conversion, Doubling and Sidings
Operating Income (INR million)	8,390	3727	30,364	86,916
Operating Margins (%)	(27.9)	(5.6)	7.5	8
Net Margins (%)	(39.4)	(14.5)	12.2	0.1

RoCE (%)	(12.6)	(5.5)	21.9	9.1
Gearing (times)	46.7	2.4	0	0.7
Interest Coverage (times)	(2.7)	(0.5)	3.6	1.5

Note: #Financials have been reclassified as per CRISIL standards

**financials for fiscal 2016 rest are for fiscal 2017*

Source: Company reports, CRISIL Research

Momentum in road infrastructure investments to continue

India has the second largest road network in the world

India has the second-largest road network in the world, aggregating 5.5 million km in FY17. Roads are the most common mode of transportation and account for about 86% of passenger traffic and close to 65% of freight traffic.

Road network in India as in fiscal 2017

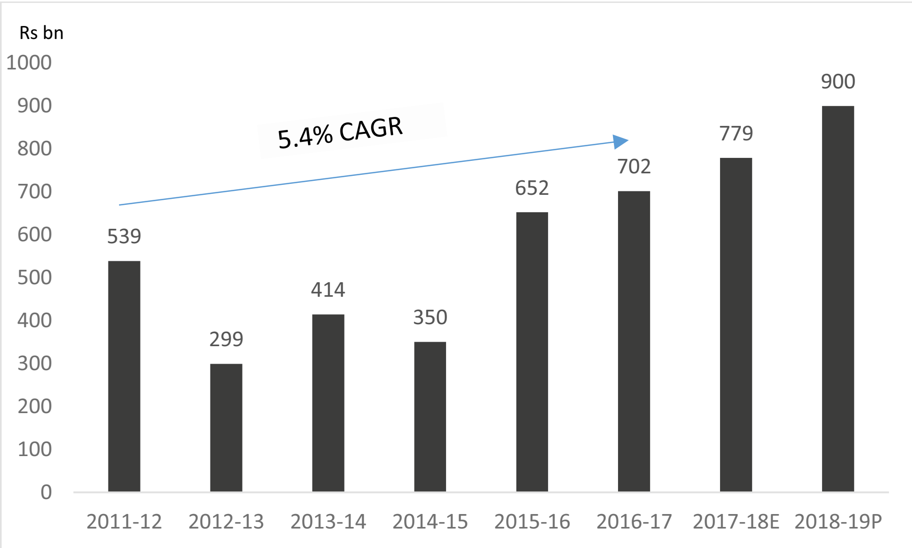
Road network	Length (km)	Percentage of total		Connectivity to
		Length	Traffic	
National highway	103,933	1.71	40%	Union capital, state capitals, major ports, foreign highways
State highway	161,487	2.65		Major centres within the states, national highways
Other roads	5,820,744	95.64	60%	Major and other district roads, rural roads - production centres, markets, highways, railway stations
Total	**6,086,164**	**100.00**		

Source: MoRTH, CRISIL Research

Budgetary spending in Roads doubles from fiscal 2015 to 2017

During fiscal 2017, the central budgetary allocation (National Highways and PMGSY) almost doubled to Rs 702 billion compared to Rs 350 billion in 2014-15. The growth in budgetary allocation has reflected in the awarding and execution in the road projects as most of the projects are allocated under Engineering Procurement and Construction (EPC) and Hybrid Annuity Model (HAM).

Budgetary allocation for roads on a rise



Note: includes allocations to national highways and PMGSY

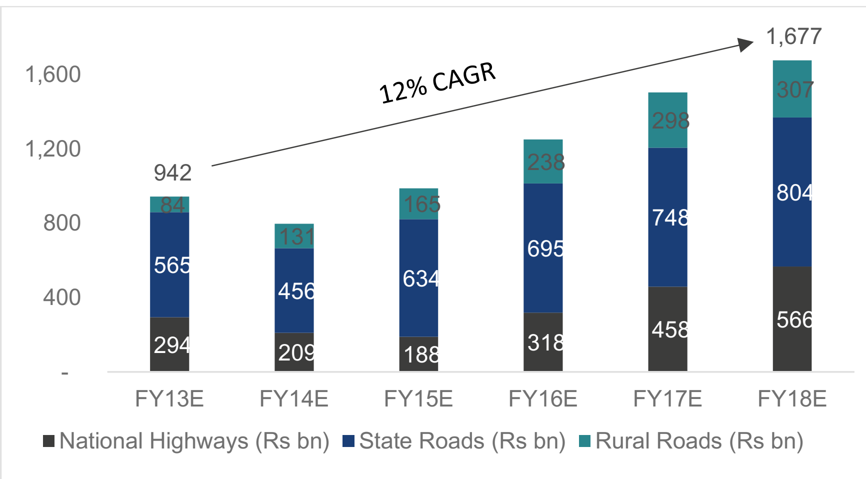
E: Revised estimates, P: Budget estimates

Source: Budget Documents, CRISIL Research

Budgetary support and Private investments boost Road infrastructure

Total investments in Road infrastructure grew at a CAGR of 12% during FY13 to FY18 driven by investments in National Highways and Rural Roads.

Investment in roads (NH, State Roads and Rural Roads) grew at a fast pace



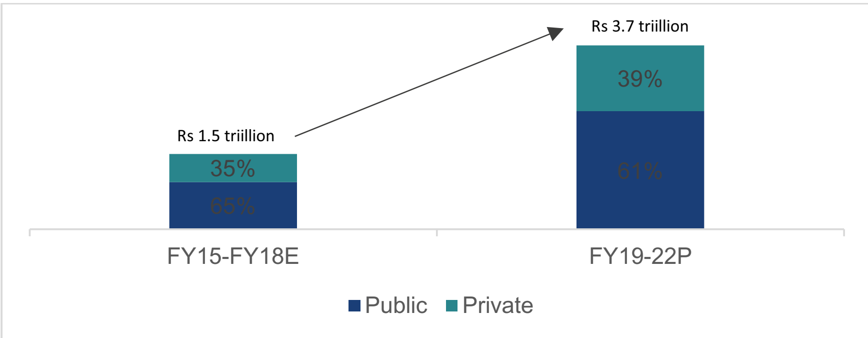
Source: CRISIL Research

Investments in National Highways to rise 2.5 times in next 4 years

Between fiscals 2019 and 2022, CRISIL Research expects investment of Rs ~3.7 trillion, up 2.5 times compared with the past four years driven by increased private participation. Notably, the government will continue to account for more than half of the investments, and, hence, NHAI's ability to fund this proportion by raising debt externally is a monitorable.

Over the next four years, the share of private investments is expected to rise to 39% from 35% during the past four years driven entry of new players and improvement in financials.

National highways: Estimated investments



Source: CRISIL Research

The pace of activity in highways has quickened since fiscal 2016, on the back of sustained government thrust and policy changes. In fiscal 2017, total projects awarded by NHAI amounted to 4,337 km. This is short of the awarding achieved in the previous fiscal, as financing institutions exercised caution towards the shift in the PPP model from EPC to HAM.

However, as the HAM model achieves greater acceptance due to low revenue risk on the developers, we expect the momentum in the highways sector to accelerate in fiscal 2018 and NHAI awarding to cross 5,000 kilometres driven by:

Completion of the remaining length of the National Highway Development Programme (NHDP) programme

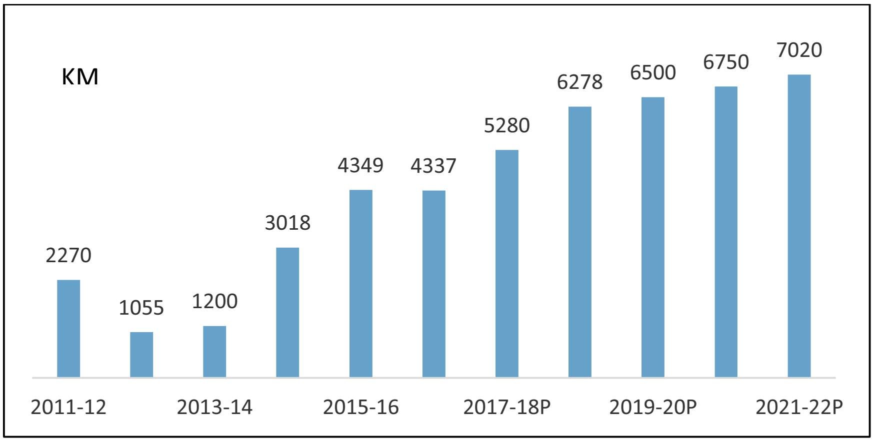
New projects such as Bharat Mala

Upgradation of state highways to national highway

EPC & HAM model to support pick up in awarding of National Highway projects in FY18

NHAI awarded projects of ~4,350 km in fiscal 2016, a rise of 40% on-year. However, awarding in fiscal 2017 fell to 4,337 km. CRISIL Research expects the awarding to increase moderately and reach 5,280 km in fiscal 2018 owing to uptake in acceptance for the HAM model from developers as well as financers, thus resulting in easier financial closure.

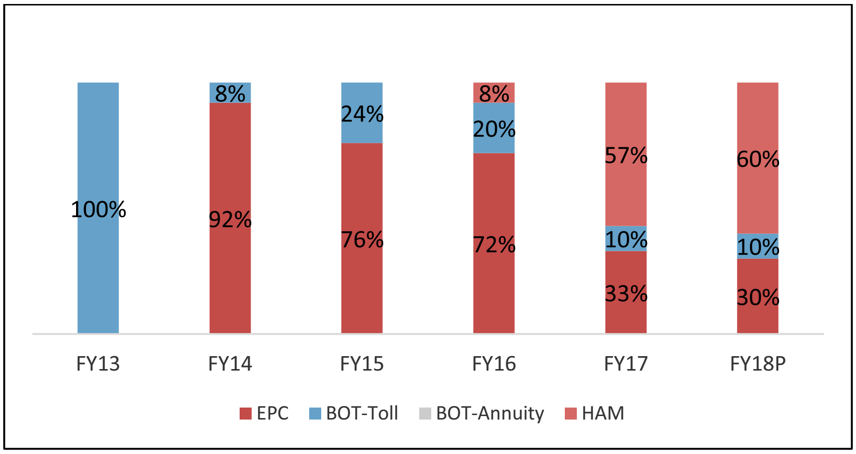
NHAI awarding is expected to rise over the next three years (km)



Source: NHAI, CRISIL Research

Since 2013-14, 60 of the projects have been allocated under EPC mode, this had supported execution during fiscal 2015-2018. Additionally, new players entering HAM model, and pick-up of stalled projects also helped the execution pace in fiscal 2017.During fiscal 2017, awarding under HAM model accounted for about 57% compared to 8% in 2015-16. This is expected to rise further to 60% in fiscal 2018 driven by better off-take.

NHAI awarding trend: Significant change in past few years



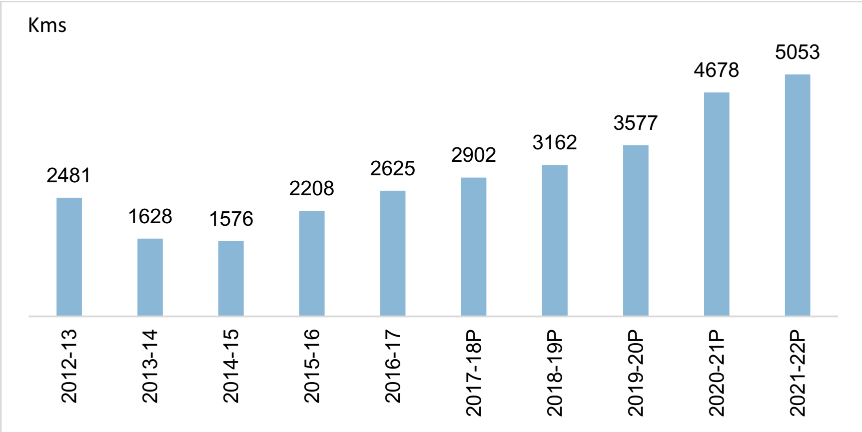
Source: NHAI, CRISIL Research

BOT projects typically start with a lag of about 8-12 months after being awarded, as players take more time to achieve financial closure. On the other hand, EPC projects start within 2-4 months.

Policy reforms, budgetary support to aid faster execution

In the past two years, the government and the NHAI have implemented policies such as fast-tracking environmental clearance, de-linking forest and environment clearances, increasing the limit on sand mining, and enabling online filing to obtain clearances to construct rail over bridges and underbridges. On its part, the NHAI has, since the last two years, tried to ensure that at least 80% of the land is in possession when projects are awarded.

National Highway execution picks up pace in FY17 and FY18 (km)



Source: NHAI, CRISIL Research

Worries linked to land acquisition reduce

CRISIL Research carried out an analysis of 40 tenders floated by NHAI since 2015. The analysis revealed that a significant portion of land was already in advanced stages of acquisition at the time of tendering the projects.

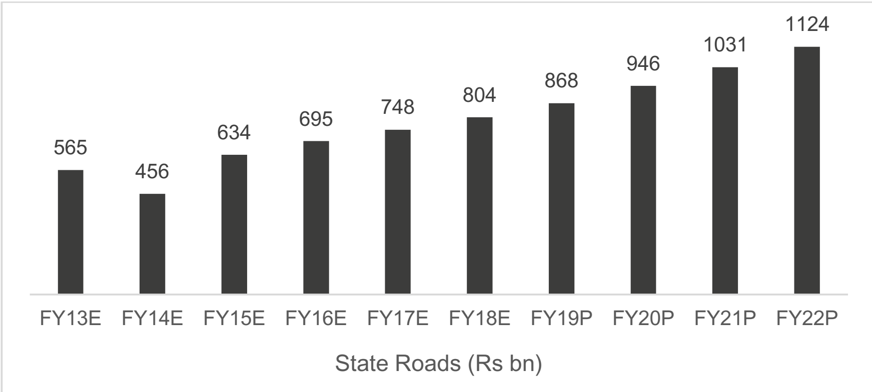
Land acquisition follows the National Highways Act of 1956. Interaction with various stakeholders revealed that considerable progress in land acquisition, i.e. competed the 3(D) and 3(G) stages of NH Act, 1956, and gives developers and lenders sufficient comfort about a project.

State Roads account for a major share in Road Infrastructure investments

State roads (which include highways, major district roads, and rural roads that do not enter the purview of the Pradhan Mantri Gram Sadak Yojana, or PMGSY) comprise ~20% of the country's total road network and handle ~40% of road traffic.

CRISIL Research estimates, a total investment of Rs 3.9 trillion was made in state roads between fiscals 2013-2018. Currently, 12-15% of the total investments in state road projects is channeled through the public private partnership (PPP) route. This proportion is expected to remain largely range bound over fiscals 2019-2022, however with a slight upward bias as few states start exploring different PPP models like HAM to improve private investments.

Investments in State roads to rise at a moderate pace



Note: State roads includes state highways and other district roads

Source: CRISIL Research

Higher budgetary allocation in major states to drive investment in state roads

Propelled by higher budgetary allocations by state governments, investment in state roads is expected to grow steadily at a compounded annual growth rate (CAGR) of ~9% between fiscals 2018-2022. Investments had grown at a higher 15% CAGR during the preceding four years, mainly due to the low base effect.

Public funding to drive investment in Rural Roads

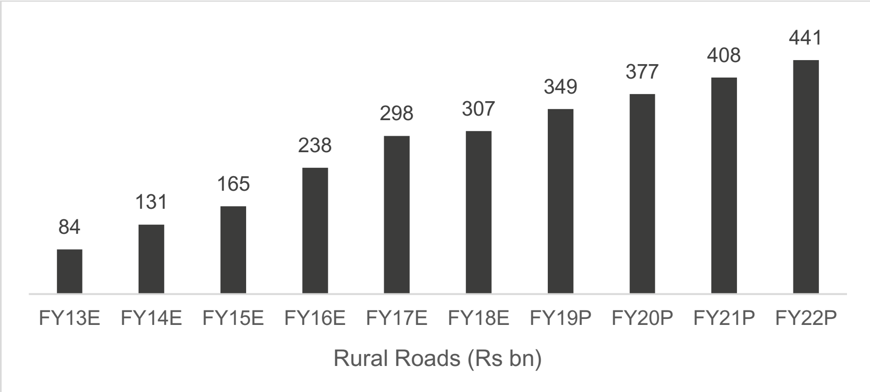
Rural roads fall under the jurisdiction Pradhan Mantri Gram Sadak Yojana (PMGSY), introduced in 2000. The investments in the scheme have picked up pace during the past four years i.e. fiscals 2015–2018 due to increase in budgetary allocation, during which the investments in rural roads are estimated to have increased at a CAGR of 24%.

CRISIL Research expects investment in PMGSY to increase by 1.6 times from fiscals 2019 to 2022, compared with the preceding four years, as the central government aims to achieve targets three years ahead of schedule.

To speed up implementation, the Centre increased allocation to the PMGSY by 12% to Rs 190 billion in fiscal 2019.

As of January 2018, about 57% of the targeted road length for fiscal 2018 under PMGSY has been constructed. Earlier in fiscal 2017, the government has constructed about 47,447 km compared to a target 48,812 km, achieving 97% of the planned target.

Investment in Rural roads to rise



Source: Budget documents, CRISIL Research

Road investments under PPP to rise driven by HAM model

Public-private partnership (PPP) is an arrangement between a government/ statutory entity/ government-owned entity and a private sector entity for the provision of public assets and/or public services, through investments being made and/or management being undertaken by the private sector entity, for a specified period of time.

For broad-based and sustainable growth, the government recognises the need to engage with the private sector through a PPP framework, to achieve the following objectives:

Harness private sector efficiencies in asset creation, maintenance and service delivery.

Focus on life-cycle approach for development of a project, involving asset creation and maintenance over its life-cycle.

Create opportunities to bring in innovation and technological improvements.

Over the past few years, several PPP models have been adopted such as BOT-Toll, BOT-Annuity etc. HAM has been introduced by the government effective 2016, to increase the pace of execution by reducing the traffic risk for the player. A brief profile of few operational models are explained below

Types of PPP projects

Type of Project	Description	Development Risk	Financing Risk	Traffic risk and accrual of toll fee collection	Net cash outflow for the government	Revenue for private party	Concession Period	Award criteria
BOT (TOLL)	Private Party builds road, undertakes O&M and collects toll	Concessionaire	Concessionaire	Concessionaire	No	Toll	Around 20-25 years for NHAI	Highest revenue sharing bid

Type of Project	Description	Development Risk	Financing Risk	Traffic risk and accrual of toll fee collection	Net cash outflow for the government	Revenue for private party	Concession Period	Award criteria
BOT (Annuity)	Private Party builds road, undertakes O&M and collects annuity from the granting authority	Concessionaire	Concessionaire	Authority	Yes, net payment to be made is the difference between the toll collection and the annuity payable	Annuity Payments	Around 20-25 years for NHAI	Lowest Annuity
BOT (HAM)	Private Party builds road, undertakes O&M. Gets 40% of payment during construction and 60% as annuity	Concessionaire	Concessionaire	Authority	40% during construction and 60% as semi-annual annuity, net of toll collected	Construction grant plus annuity payments	Around 20 years	Lowest project cost plus O&M cost
EPC	Private Party builds road, money is spent by the government	Concessionaire	Authority	Authority	Yes	Contract Amount	Not required	Lowest Tariff requested
OMT	Private Party collects toll and undertakes O&M	No development except in case of paved shoulders	Concessionaire	Concessionaire	No	Toll	Around 9 years for NHAI projects	Highest % of toll revenues or highest premium per year

Type of Project	Description	Development Risk	Financing Risk	Traffic risk and accrual of toll fee collection	Net cash outflow for the government	Revenue for private party	Concession Period	Award criteria
Tolling	Private party pays the estimated toll upfront to the authority and collects the toll during concession period	No development	Concessionaire	Concessionaire	No	Toll	Around 1 year for NHAI projects	Highest revenue sharing bid
TOT	Private party pays the estimated toll upfront to the authority, undertakes O&M and collects the toll during concession period	Authority(In case upgradation of lanes is taken up during the concession period)	Concessionaire	Concessionaire	Yes	Toll	30 years	Highest upfront payment

Note: Development risk refers to construction risk in developing a road project;

Source: CRISIL Research, NHAI

Since January 2016, several policy changes have taken place in the roads sector. These include, Premium Rescheduling, Amendments to BOT MCA, Introduction of HAM model etc.

Introduction of Hybrid Annuity Model

As developers stay shy of the BOT projects due to revenue and traffic risks, the HAM model has significant advantages that encouraged developers to put in their funds into road projects as

- Pre decided annuity payments eliminate traffic risk
- 40% of Cost funded by Authority, lesser equity requirement by developers
- 10% of Total project Cost as mobilization advance to ease working capital requirments.

However, HAM will put the developers on a tighter leash as

- Financial closure to occur within 150 days of date of agreement in HAM, as opposed to 180 days in BOT Toll

- If Commercial operation date (COD) not achieved within 90 days from schedule, then damages of 0.2% of Performance security per day as opposed to only 0.1% in BOT toll

- If COD doesn't happen within 270 days from date of schedule, project gets terminated. No such mention in BOT toll

- 15 days provided to replenish Performance security in HAM as compared to 30 days in BOT Toll

Arbitration

As per the policy, in case where road contractors have won the case and the judgement is being challenged in the higher court by the NHAI then the road contractor can produce a bank guarantee against which NHAI will make the settlement payment.

As per CCEA release in 2016, an estimated Rs. 70,000 crores is tied up in arbitration. Moreover, average settlement time for claims is estimated at more than seven years. This has resulted in a financial stress for Road infrastructure companies. As per the policy, 75% of the arbitration claim is paid by NHAI against a bank guarantee improving the cash position of the companies.

Premium rescheduling:

In March 2014 premium rescheduling was announced for projects with delays or lower than expected traffic were allowed. As per this policy, Premium payments were deferred for 3-4 years. This helped players to manage cash flow mismatches especially at a time when loans tenors were significantly lower than project life thus resulting in cash flow issues. It also helped specifically for aggressively bid projects where premium payments amounted for a very large portion of the total cost. This was later added as an amendment in BOT Model Concession Agreement (MCA) by allowing delay in premium payments for the first three years.

Amendments to BOT MCA:

Among the amendments made for BOT, allowing back ending of premium payments is the most significant amendment as it improves the financial position of the companies during the first 3 years.
Another significant amendment is the one pertaining to deemed termination i.e. if appointed date does not happen within one year of agreement date, then the project is deemed terminated. A huge plus is that it will help eliminate stuck projects facilitating re awarding.

Overview of Key Schemes under implementation in Roads

National Highway Development Programme

The NHDP, which is being implemented in seven phases, encompasses building, upgradation, rehabilitation and broadening of national highways. The programme is executed by NHAI in coordination with the public works department of various states. NHAI also collaborates with the Border Roads Organization to develop certain stretches.

As of March 2017, ~57% of the 46,200 km roads under NHDP were completed, ~23% were being constructed / upgraded, with the remainder yet to be awarded.

NHDP phase-wise status

	SCHEME	NHDP-I	NHDP-II	NHDP-III	NHDP-IV	NHDP-V	NHDP-VI	NHDP-VII	SARDP-NE	BRT	NH(O)	Bharat Mala	Total
	Total length (Km)	7117	11101	11878	13562	5705	1249	705	111	3448	4028	20444	79348
	Length completed (Km)	0	1125	3357	3589	1926	63	7	61	0	0	0	10128
	Achievement in last month		2	41	94	10	7	0	0				154
Implementation	length (Km)		1642	5686	8929	3359	217	244	62		188		20326
	No. of Projects	0	57	73	107	34	10	8	1	0	3	0	293
LOA issued	Length (Km)		0										
	No. of Projects	0	0	0	0	0	0	0	0	0	0	0	0
Balance of award (Km)	Length (Km)		1286	1540	2546	1289	771	457		3448	3795	20444	35575
	No. of Projects	0	36	23	45	17	5	10	0	23	45	316	520
Completion from April 1 2017- Jan 2018	Length (Km)	-	-	-	-	-	-	-	-	-	-	-	1993
Expenditure (Rs. billion)	During Current FY		18	60	173	34	11	2	1	-	-	-	300
	Till date		179	365	218	218	39	1	8	-	-	-	1027

Notes: NHDP - II include NSEW -II, Port connectivity and others

Numbers have been rounded off to the nearest decimal

Source: NHAI, MORTH

Phase I: Execution almost complete

Phase I, which was approved by the Cabinet Committee on Economic Affairs in December 2000, is almost complete. The phase comprised the Golden Quadrilateral project that connects the four metros - Delhi, Mumbai, Chennai and Kolkata - and port-connectivity projects - Haldia, Paradip, Visakhapatnam, Chennai, Ennore, Tuticorin, Kochi, New Mangalore, Mormugao, Jawaharlal Nehru Port Trust and Kandla - from the east coast to the west coast and to the Golden Quadrilateral and other stretches. Most projects in Phase I were awarded on a cash-contract basis.

Phase II: Majority of road projects awarded

Most contracts in Phase II, which comprises the north-south and east-west corridors and covers 6,647 km, have been awarded. In this phase, most projects have been executed on a cash-contract basis. As of March 2017, about 274km of projects were yet to be awarded. About 300km of road length is under construction. Thus, this phase is expected to be completed by 2020-21.

Phase III: Awarding and implementation in full swing

This phase involves four-laning of two-lane roads connecting state capitals and important places to Phase I and II of the NHDP. The criteria for identification of the stretches under this phase are:

- High-density traffic corridors not included in Phases I and II

- Connectivity of state capitals with NHDP (Phases I and II)
- Connecting centres of tourism and places of economic importance

The government plans to implement most projects under this phase through the BOT-toll model. Less-viable projects will be awarded under the BOT-annuity model, while the least-viable stretches will be awarded as cash contracts. However, in 2016-17, some of the projects have been awarded under Hybrid Annuity Model (HAM). CRISIL Research projects that implementing this phase is expected to require an investment of Rs 610 billion over 2017-18 to 2021-22.

Phase IV: Will dominate awarding in 2017-18

This phase entails the construction of paved shoulders on two-lane national highways and four-laning of some stretches. The total length under this phase is 20,000 km. However, under the NHAI, the total length is 13,561 km. Most projects under this phase are expected to be awarded on EPC and HAM basis, as traffic volume is low, and, thus, are less attractive than Phases III and V. Therefore, if these projects were to be bid out on the BOT model, developer interest would be low. Implementation of this phase is expected to require an investment of ~Rs 1128 billion from fiscal 2019 to 2022, according to CRISIL Research.

Phase V: Attractive stretches with high traffic density

This phase involves conversion of four-lane national highways, comprising the Golden Quadrilateral and other high-density stretches, into six lanes. The total length of this phase is 6,500 km. The government had planned the implementation of all projects under this phase via the BOT-toll model, as the traffic volume on these stretches is attractive for private players. Moreover, the concessionaire will be allowed to collect toll on the existing four-lane highways from the appointed date, which will result in cash inflows even before the construction of the additional two lanes commences.

However, due to the inability of road players to fund BOT projects, many of these projects were awarded on a HAM basis in 2016-17, where developers have to arrange for only 60% of the funds. Implementation of this phase is estimated to require Rs 97 billion over 2017-18 to 2019-20.

Phase VI: Awarding finally underway

About 1,000 km of Greenfield expressway projects have been planned for development via BOT and HAM modes. Delhi-Meerut is the first expressway under this phase, which was awarded under three packages in FY16 and FY17, while Mumbai-Vadodara is the second expressway. As of November 2017, tenders have been floated under various packages for construction of this expressway, and they are expected to be awarded by December 2017.We believe implementation of this phase will require investment of ~Rs 236 billion over FY18 to FY22.

Phase VII: Delay expected to continue

This phase includes construction of ring roads, flyovers and bypasses on select stretches of national highways. Of the total 700 km under this phase, 120 km have been awarded so far.

Bharat Mala programme:

Bharatmala is a proposed umbrella scheme, for the development of state roads along coastal/border areas, including connectivity of non-major ports, economic corridors, national corridors efficiency movement etc.

As of October 2017, DPRs for about 16,000 km of road stretches are under various stages of preparation and land acquisition for the programme has also begun. The government has estimated an outlay of Rs. 6.9 trillion for the programme up to FY22, including investments for balance NHDP work as well as other programmes run by the central govt such as Specially Accelerated Road Development Program – North East (SARDP-NE), Left Wing Extremism (LWE) region development program etc. It will be a completely centrally sponsored scheme, which will be funded from the existing NHAI and ministry sources, along with the new toll-operate-transfer model, market borrowings and private funds.

Other developing countries also offer potential for construction industry

A few countries such as Sri Lanka, Bangladesh, Malaysia, Algeria and South Africa also offer avenues for Indian construction companies to expand their foot print due to their increased construction spends as a % of GDP (current prices).

In case of Sri Lanka, construction contributed about 7.4% of the GDP (Current prices) in 2015 while it is about 7.3% in 2015-16 for Bangladesh.

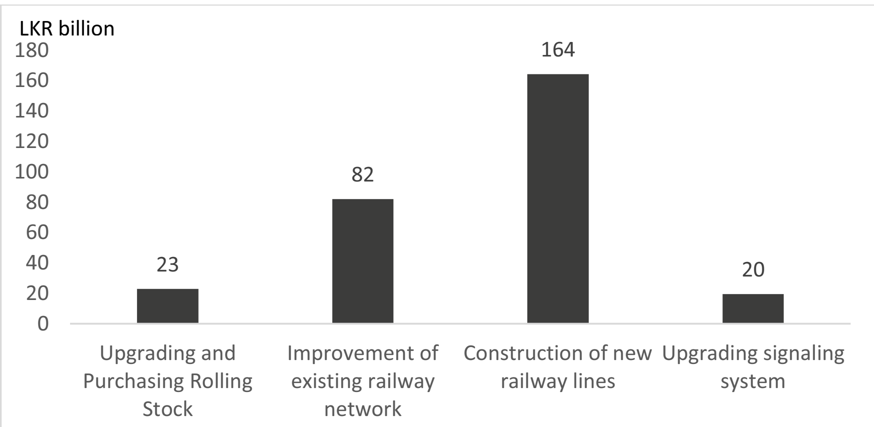
Similarly, Malaysia's construction spend stood at 4.7%, Algeria's construction spend was at 11.5% in 2015 and South Africa's construction spend was steady at 3.5% (constant prices).

Sri Lanka and Bangladesh to offer opportunity in Railways as well

In case of Sri Lanka and Bangladesh, long term plans by respective railways reveals investment to the tune of LKR 289 billion and Tk 2.34 trillion respectively.

For Sri Lankan Railway, only improvement of existing railway network and construction of new railway lines offer significant amount of construction potential, as the projects under these segments involve construction of bridges, laying of tracks, strengthening of tracks, Electrification, track renewals among others

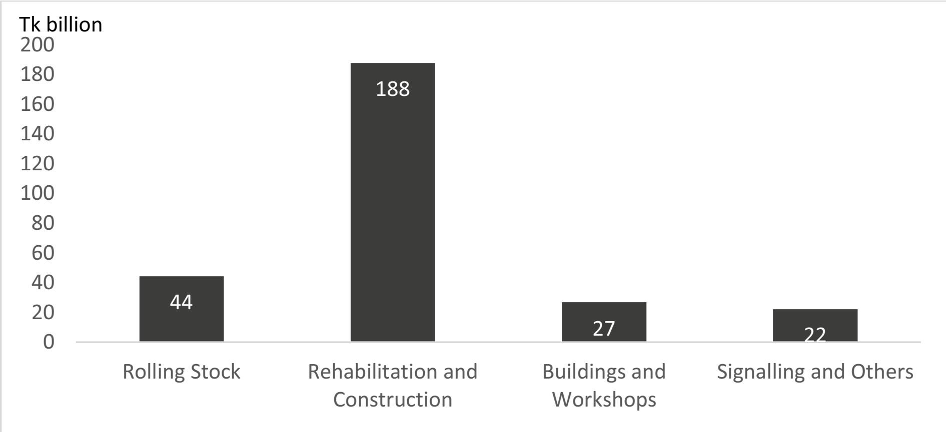
Split of railway investments across segments for Srilankan Railways



Source: Srilankan Railways, CRISIL Research

In case of Bangladesh, Rehabilitation and construction of tracks, bridges, electrification etc. and Buildings & Workshops provide construction potential. While Signaling and others segment incorporates investment towards training, signaling etc.

Split of railway investments across segments for Bangladesh Railways



Source: Bangladesh Railways, CRISIL Research

OUR BUSINESS

Some of the information contained in the following discussion, including information with respect to our plans and strategies, contain forward-looking statements that involve risks and uncertainties. You should read the section titled "Forward-Looking Statements" on page 18 for a discussion of the risks and uncertainties related to those statements and also the sections titled "Risk Factors" on page 20, "Financial Statements" on page 230 and "Management's Discussion and Analysis of Financial Condition and Results of Operations" on page 663 for a discussion on certain factors that may affect our business, financial condition or results of operations. Our financial year ends on March 31 of each year, so all references to a particular financial year/ Fiscal are to the twelve months period ended March 31 of that year.

Unless otherwise indicated, financial information included herein is based on our Restated Consolidated Financial Statements included in this Draft Red Herring Prospectus.

Overview

We are an integrated Indian engineering and construction company, specializing in major infrastructure projects, including, railways, highways, bridges, flyovers, tunnels, aircraft maintenance hangars, runways, EHV sub-stations, electrical and mechanical works, commercial and residential properties, development of industrial areas, and other infrastructure activities. We provide EPC services on a fixed-sum turnkey basis as well as on an item-rate basis for various infrastructure projects. We also execute on build, operate and transfer mode in various projects in order to meet the requirements of our bids. In 2016, we were ranked number 248 in the list of the top 250 international contractors by Engineering News Record (ENR) of the United States. We are headquartered in Saket, New Delhi and have 26 project offices and five regional offices to support and manage our business operations throughout India and five overseas project offices in Sri Lanka, Bangladesh, Malaysia, South Africa and Algeria to provide onsite support overseas. Our reputation for quality, commitment and consistency in terms of performance, as well as our local, regional and international presence, have allowed us to service the growing infrastructure needs throughout India. Our Order Book as of a particular date comprises of the anticipated revenues from uncompleted portions of existing contracts (signed contracts for which all pre-conditions to entry have been met, including letters of intent issued by the client). As of December 31, 2017, we had an Order Book of ₹223,871.7 million.

Since we commenced operations in 1976, we have serviced a diverse range of infrastructure and construction projects, and while our primary focus and strength are still deeply rooted in the railway sector, we have since diversified progressively into other transport and infrastructure segments, such as, highway and road construction, and expanded our geographical coverage to many countries around the world. In addition, although our largest shareholder is the Ministry of Railways, we continue to carry on businesses as a legal entity separate from the Government of India, and remain an independent commercial enterprise which is legally, functionally, and financially autonomous from the Government of India, operating under the Companies Act of India and other applicable laws.

We have rich experience in executing major construction and infrastructure projects, both internationally and domestically. The scope of our services for such projects primarily includes design and engineering of the project, procurement of equipment and packages, project management, and commissioning. While we execute majority of our projects independently, we also form project specific joint ventures and consortiums with other infrastructure and construction companies, in particular, when a project requires us or our partners to meet specific eligibility requirements in relation to certain large projects, including requirements of particular types of experience and financial resources. Our human resources and fleet of equipment, along with our engineering skills and capabilities, enable us to undertake a wide variety of construction projects that involve varying degrees of complexity. Our work force, as of January 31, 2018, consisted of 1,175 full-time employees on a stand-alone basis, which we believe, together with our debt-free financial profile and comfortable liquidity position, positions us well to win mandates for a growing number of large-scale projects.

We have been ISO 90001-2008 certified for quality management systems since 1994 by TUV Suddeutschl and Private Limited (TUV) for design, development, engineering, procurement and construction of projects. As part of our drive to maintain growth while being committed to corporate social responsibility, we also received ISO 14001-2004 in 2011, specifically for our effort in setting up our environment management system (EMS). To that end, we nominate environment officers at all of our Indian projects to monitor EMS to comply with the environmental laws and monitor air quality. Further, as we often operate in difficult terrains and disturbed regions, the well-being and safety of our work force are a principal concern. In this regard, we are OHSAS-BS 18001-2007 certified for our occupational health and safety management system. We have also received several awards, including Dun and Bradstreet Infra Awards 2016 in Construction and Infrastructure Development (Railways), CIDC Vishwakarma Award 2016, and the India Pride Award 2015-2016.

Our consolidated total revenues for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹33,013.48 million, ₹29,086.37 million and ₹32,325.05 million, respectively. Our profit after tax (excluding OCI) for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹3,841.84 million, ₹3,931.08 million and ₹5,630.31 million respectively. For the nine-month period ended December 31, 2017, our total revenues and profit after tax were ₹25,912.26 million and ₹1,876.51 million, respectively.

Our Business Operations

Our core operations are (i) construction and (ii) infrastructure development.

Construction Business

In our railway construction business, we are a turnkey construction company that specializes in new railway lines, rehabilitation/conversion of existing lines, station buildings and facilities, bridges, tunnels, signaling and telecommunication, and railway electrification. Projects are usually awarded to us directly or where applicable, the Ministry of Railways awards projects to us indirectly through nomination.

As of December 31, 2017, we were undertaking a total of 35 railway projects in three countries internationally and in 14 states in India, with an aggregate length of 1,569.62 km. Our Order Book for these ongoing projects amounted to ₹190,263.7 million as of December 31, 2017, accounting for 84.99% of our total Order Book. Revenue from railway projects accounted for 90.78%, 77.12%, 68.26% and 71.25% of our total revenue from operation for Fiscal Year 2015, Fiscal Year 2016 and Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively.

For over 20 years we have engaged in construction of highways and roads in accordance with international standards, both in India and abroad. With the Government of India proposing to increase spending in this sector, including its focus on connectivity of secondary cities, ports and various regions, we constantly look for new business opportunities in this sector with the aim of taking advantage of various initiatives by the Government of India. In this sector, we recorded revenue of ₹2,278.16 million, ₹2,373.16 million, ₹5,892.94 million and ₹5,522.15 million for Fiscal Year 2015, Fiscal Year 2016 and Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking five road projects, in the aggregate for India and abroad. Our Order Book for these projects amounted to ₹15,585.6 million as of December 31, 2017, accounting for 6.96% of our total Order Book.

In our electrical business, we carry out railway electrification and railway siding as turnkey projects. We also leverage our in-house design capacity to carry out projects on EPC basis. As part of the Government's effort to modernize train stations and improve connectivity throughout the country, our capability in this sector has presented new business opportunities. In this sector, we recognized revenue of ₹137.67 million, ₹1,986.85 million, ₹2,533.15 million and ₹445.09 million for Fiscal Year 2015, Fiscal Year 2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking six electrification projects, in India and abroad. Our Order Book for these projects amounted to ₹12,102 million as of December 31, 2017, accounting for 5.41% of our total Order Book.

In our building and other business, we recognized revenue of ₹ 208.28 million, ₹692.25 million, ₹786.27 million and ₹279.11 million for Fiscal Year 2015, Fiscal Year 2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively. As of December 31, 2017, we were undertaking three building and other projects, in India and abroad. Our Order Book for these projects amounted to ₹5,920.4 million as of December 31, 2017, accounting for 2.64% of our total Order Book.

Aggregate revenue from our construction business amounted to ₹29,539 million, ₹24,185.11 million, ₹29,947.99 million and ₹23,532 million, accounting for 99.63%, 97.48%, 98.58% and 97%, for Fiscal Year 2015, Fiscal Year

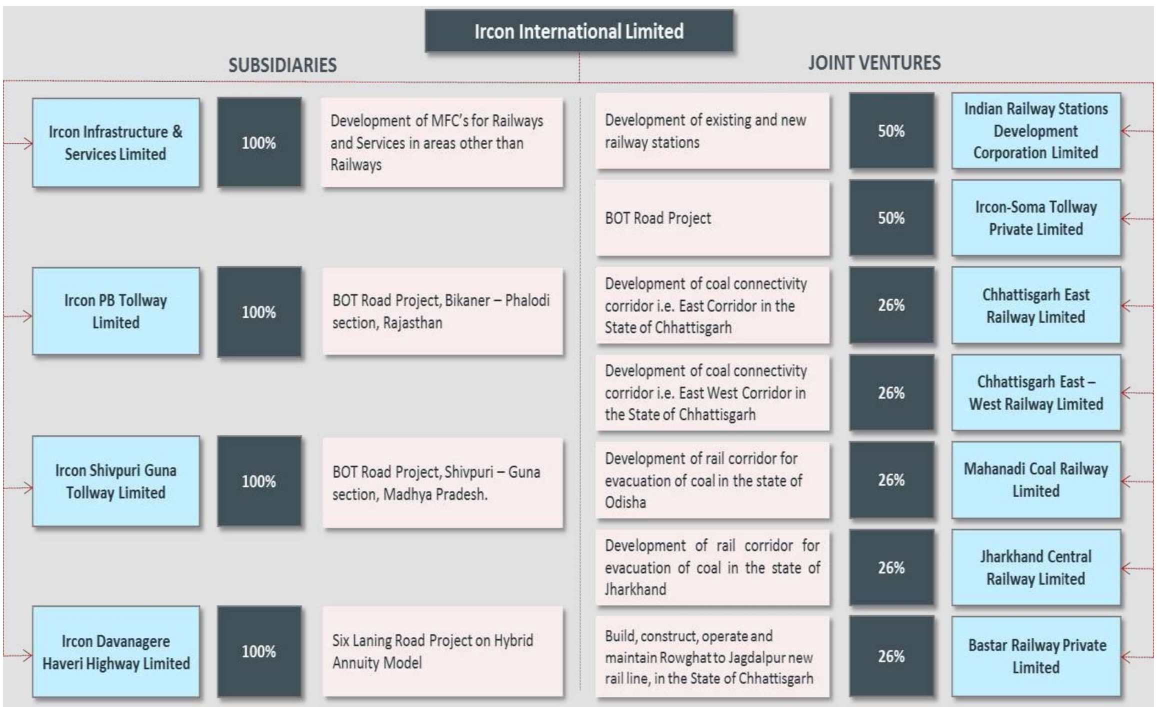
2016, Fiscal Year 2017 and the nine-month period ended December 31, 2017, respectively, of our total operating revenue for these periods.

Infrastructure Development Business

In our infrastructure development business, we develop and maintain railways and roads on a BOT basis. As of December 31, 2017, we had one completed road project of 115 km in India. We operate this completed project on a toll basis where profit is realized largely by toll collection during the concession period. We expect to complete two more BOT (toll) projects in Fiscal Year 2018 where we will start realizing toll revenues. To drive development in less connected areas, the Government of India has adopted "hybrid annuity" mode, where the Government of India shares a portion of the total project costs, thereby freeing up developers' capital tied-up in one project for investment elsewhere. We have one project under implementation on a hybrid annuity basis where a fixed amount of the project will be paid after the project starts commercial operations. For hybrid annuity projects, income is assured to the extent of the annuities collected during a year under the relevant concessions, apart from receiving construction support during the construction period, which reduces the risk of income fluctuations resulting from traffic pattern changes. However, in some road segments with less than adequate toll paying traffic, the Government of India may provide partial support in the form of viability gap funding. .

We have currently placed strategic focus on executing projects under the EPC, DBFOT and hybrid annuity modes, as there has been an increase in high value projects being bid using these modes of project execution. With our capability in large turnkey projects, this development provides good opportunity for us to secure large-size projects in the railways and highways sectors.

Corporate Structure



Competitive Strengths

Our construction business operates in diverse sectors covering many countries

Since incorporation, we have diversified into various infrastructure sectors and we are now an established player in the field of railways and highways construction. We also cater to our customers' needs in many other areas such as construction of commercial and residential complexes, power transmission lines, industrial lighting, bridge/fly-overs, tunnels, commercial, residential and retail properties, electrical and mechanical work, signaling/telecom, coach factory, station building, multi-function complex, and aviation. The variety of project types diversifies our construction business and reduces our dependence on any one sector or type of project. Additionally, our broad range of clients within the government and private sectors, both domestic and international, ensures that we are not overly dependent on a limited number of clients. Our broad geographical coverage has helped us achieve our objective to gradually move from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs. Further, we expect that our demonstrated expertise and experience will provide us with a significant advantage in pursuing new opportunities given the increasing stringent pre-qualification criteria for projects. To capitalize on anticipated market growth trajectory, we continue to target projects abroad and further increase turnover from projects in India. We believe our Company has an advantageous position compared to our competitors because of its operating history, industry knowledge, experience and familiarity with civil and infrastructure construction projects at different scale and skill-level.

With respect to our geographically diversified business operations, we have so far completed more than 126 projects in more than 24 countries across the globe, and 377 projects in various states in India as of December 31, 2017. A significant number of our projects are implemented through special purpose vehicles formed for the respective projects and we have a controlling interest in all Subsidiaries. These Subsidiaries enter into concession agreements with other agencies and generate revenue.

Excellent execution track record through strong operating systems and controls

Our track record of on-time and high quality project completion has helped us develop a strong reputation and increased our opportunities to bid for larger and more prominent projects. For example, we have recently been given the opportunity to bid for coal connectivity projects in Chhattisgarh, Odisha and Jharkhand, and we are executing the Majuba Rail project in South Africa. Through years of development, we have put in place well-tested systems and controls as below:

- *Robust contract management:* Once awarded a contract, we actively track and manage our deliverables and strive to ensure that there is no breach of the contractual terms and conditions. To improve customer satisfaction, we also endeavor to provide timely responses and solutions to our clients.

- *Efficient planning and project management:* Through our project teams, we plan every step of the project and, over time, have developed strong project management and execution expertise and capabilities for projects both domestic and international. A combination of our efficient and systematic project management and execution skills through our procurement, resource deployment, operation and maintenance of construction equipment, and other resources for multiple project sites, has helped us establish a good track record and reputation for timely completion. From April 1, 2015 to December 31, 2017, we completed a total of six railways projects with an aggregate value of ₹28,097.16 million, and are currently undertaking 35 railways projects and five highways projects with an aggregate value of ₹3,55,946.30 million. We believe our achievement in these types of infrastructure projects enhances our reputation as a domain player in the Indian infrastructure segment, and enables us to secure a fair share of large-size contracts, both domestically and internationally.

- *Use of innovations in designs and advanced technology:* We have been proactive in using modern construction techniques, technology and equipment comparable to the market standard. In executing our projects, we attempt to achieve high efficiency and on-time performance, often by cooperating with leading consultants to innovate and to develop more advanced and efficient methods and techniques.

Strong financial performance and credit profile

We have a strong credit profile that includes non-fund based standby bank limits of ₹24,530.7 million. As of December 31, 2017, the financial profile of our Company is characterized by healthy profitability margins, zero debt and a comfortable liquidity position. Our stable business model during the last three fiscal years ended March 31, 2017, as well as the nine-month period ended December 31, 2017 contributed significantly to our financial strength.

Since we commenced operations and through January 31, 2018, we have not defaulted in repayment of our borrowings, which, together with our strong financial performance and substantial assets, has helped us present a strong credit profile to potential lenders and avail alternatives sources of financing when necessary. According to CARE, our credit rating for long and short term borrowing has been maintained at AAA/A+ since 2011. Our working capital requirement for our projects is principally met through client advances as well as internal accruals, supported predominately by our business growth and capability to execute large and complex projects in difficult terrains and territories.

Visible growth through robust order book and steady execution

In our industry, an order book is considered an indicator of future performance since it represents a portion of anticipated future revenue. We cater to both domestic as well as international markets and receive orders both on tender basis as well as through nomination by the Ministry of Railways. Our Order Book as of December 31, 2017 was ₹223,871.7 million which translates into approximately seven times our total operating revenue in Fiscal Year 2017, and we believe provides evidence of our healthy revenue profile. By continuing to diversify our business and geographical focus, we strive to pursue a broader range of project tenders and therefore maximize our business volume and profit margins. As of December 31, 2017, domestic projects made up the bulk of our Order Book (91%) and we secured ₹60,303.1 million of new contracts in Fiscal Year 2017. Owning to the completion of major projects in Sri Lanka, our revenue from foreign projects, in Fiscal 2017, has fallen significantly by 113% as compared to Fiscal Year 2016. Nevertheless, this fall in revenue from projects in foreign countries has been partially offset by our performance in the domestic market, and we continue to actively participate in new projects in foreign countries, including two ongoing projects in Bangladesh and one each in Algeria and South Africa. The average order size in our construction business increased from ₹2,799.59 million in Fiscal Year 2015 to ₹6,030.31 million in Fiscal Year 2017.

We believe that growth in our Order Book position is a result of our track record of successful execution of our projects, which has led to our ability to successfully bid and win new projects. The growth of our average size new orders, together with our diversified business activities in infrastructure projects across transportation, engineering, and building construction limits the risks associated with any particular industry, while simultaneously helping us to benefit from the synergies of operating in diverse business sectors. Further, our track record of executing projects within the specified timelines has also helped us minimize cost overruns.

Our Order Book for the last three fiscal years ended on March 31, 2017 and the nine-month period ended December 31, 2017 was ₹132,926 million, ₹175,688.6 million, ₹188,783.9 million and ₹223,871.7 million, respectively, with railways projects and highways projects continuing to be the core areas of operations, contributing over 90% of our revenue throughout these periods. As we build on our expertise and experience in different industry segments, our Order Book has grown in response to our increased pre-qualifications for potential projects. In addition, while some of the large infrastructure companies are unable to mobilize additional resources to fund projects owing to debts, we continue to leverage our strong financial position to secure projects in different sectors. Our strong financial position together with our successful efforts to meet the raising pre-qualification requirements of some of our clients has enhanced our competitiveness in our target market and, has enabled us to maintain the momentum of our Order Book growth.

Qualified and experienced employees and proven management team

We have a qualified and trained workforce to take on large-scale projects with demanding timelines on deliverables. As of December 31, 2017, members of our senior management team, which includes our Senior Management Personnel, have an average of 27 years of experience and have been associated with us for an average of nine years. The skill sets of our employees give us the flexibility to adapt to the needs of our clients and the technical requirements of the various projects that we undertake. We are committed to the development of the expertise and know-how of our employees through regular technical seminars and training workshops organized by our Company or reputed institutes.

We have a management team that is qualified and experienced in construction and infrastructure development. In particular, Sunil Kumar Chaudhary, our Chairman and Management Director, is a civil engineer who has more than 34 years of experience in overseeing the implementation/execution and monitoring of projects in various segments of our operations. M.K. Singh, our Director Finance, has over 25 years of experience in various capacities in Indian Railways. Additionally, Deepak Sabhlok, Director – Projects has experienced in various fields of infrastructure, such as railway construction, contract management, track maintenance and ancillary works and Hitesh Khanna, Director –

Works (Whole-time) has experienced in various fields of railway infrastructure such as track construction, maintenance, renewal, and modern track technology. .We believe the strength and quality of our management has been instrumental in the implementation of our business strategy. For further details please see "*Our Management*" on page 192.

Business Strategy

We strive to be recognized nationally and internationally as a construction organization comparable with the best in the field, covering the entire spectrum of construction activities and services in the infrastructure sector. To achieve our objective, we will continue to improve on and consolidate our position by implementing the following strategies:

Continue expanding our geographical footprint within and beyond India

We have actively focused on becoming a diversified infrastructure player, both in terms of sector and geographical coverage. We have diversified our infrastructure work expertise into transportation engineering, civil and industrial construction, and other infrastructure projects. Over the years, we have extended our operations to other geographies including countries like Algeria, Bangladesh, Indonesia, Iran Iraq, Jordan, Malaysia, Nepal, Saudi Arabia, Tanzania, UK and Zambia. Presently, we have projects in Malaysia, Sri Lanka, Algeria and Bangladesh. In addition, while we already have presence in many states in India, we intend to further expand our operations domestically across India as part of our growth business model. We believe by further expanding our geographical coverage and expanding into new areas within India, we will be able to take on more projects proposed by the Government of India and further consolidate our position in the infrastructure sector.

Separately, we plan to continue our strategy of diversify across industry segments and increase orders from foreign countries to capture better profit margins afforded by these projects as compared to domestic projects. Also, while we continue to focus our efforts in the railways sector, through portfolio diversification, we hope to hedge against risks in specific areas or projects, and protect us from market variations resulting from business concentration in particular industry sectors and/or limited geographical areas. With increasing experience and success, we expect that we will see a steady growth in our business with a rate of expansion comparable to or better than the number of new projects we undertake.

Paradigm shift in revenue generation

We are gradually moving from generating income only through individual projects to regularly generating revenue and profits through our Subsidiaries and Joint Venture companies. Our Subsidiaries and Joint Venture companies are likely to generate revenue and profits on a sustained basis because of continued operation of existing projects and new projects. It is expected that projects with an approximate capex of ₹172,050 million would be executed by these affiliate companies in the next five years. Through projects like these, we expect to complete 1,232 lane km of toll road and 1,000 track km of railway lines for coal and iron ore connectivity. Moreover, these projects also require regular maintenance and we will therefore generate revenue from this maintenance work. Our goal is to migrate from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs.

Focus on high value projects in the construction business to benefit from economies of scale

In our construction business, we intend to focus on undertaking projects having a high order value, which we consider to be projects above ₹5,000 million. As of December 31, 2017, we had 19 projects in our Order Book that exceed this threshold. In principle, projects having high order value typically have a smaller percentage of overhead cost as a percentage of total cost and therefore provide a greater potential for profit.

In addition, projects having high order value are also, in the current market, subject to less competition. The increasingly stringent pre-qualification requirements for pursuing such projects have resulted in a limited number of competitors being able to bid for such projects. We believe that these pre-qualification requirements make such type of projects an attractive sector for us to participate. As our pre-qualification capabilities have improved across industry sectors and we have maintained a favorable financial profile with a comfortable liquidity position and zero debt, our average bidding value has increased. We aim to firmly establish ourselves as a player in the market for high value projects by successfully executing the high order value projects on which we are currently working so that we can take advantage of these higher entry barriers.

Actively bid for new projects

Our business growth continues to be attributed principally to increased bidding activities for more and larger projects awarded by government clients. Given our long standing reputation as one of the sectorial leaders in transportation infrastructure, with specialization in execution of railway projects on turnkey basis, a large part of our business is driven by projects directly awarded by government clients. To maintain our reputation in the public sector and to strive for better profit margins, we hope to capitalize on our advantageous position over our competitors, both in terms of our expertise and financial position, and seize opportunities to undertake larger projects driven by the growth of the Indian economy. The various initiatives promulgated by the Government of India will help in continuing the growth momentum. We believe that by further expanding, we expect our geographical presence and service coverage we will be able to secure more mandates and consolidate our position in the infrastructure sector.

Maintain favorable financial risk profile

Our financial profile of healthy profitability margins with zero debt and comfortable liquidity position has contributed to our operational performance. We intend to continue this favorable capital structure with minimum debt by leveraging advances received from clients and internal accruals for working capital requirement towards projects. While aiming for higher profitability, we intend to avoid over-leveraging our balance sheet or undertaking projects that would put us at financial instability. Given the increased competition across industry segments in which we operate, having stable financial resources and healthy cash balance (as of December 31, 2017, our cash and cash equivalent balance is ₹6,076 million) is crucial to obtain and execute large-scale projects in the current operational environment.

Explore different models of project execution to optimize our project portfolio

Since the union government took over in May 2014, the question of languishing BOT projects was a top priority due to dismal performance of construction projects awarded under existing model concession agreements. In a very short time, the government came up with new hybrid annuity mode (HAM) to address the various concerns, including the lack of toll traffic in several parts of the country and the substantial financial burden over companies which were awarded the BOT projects. We welcome such change and are well geared to undertake turnkey projects under new project execution models, including EPC and HAM. To continue with projects on BOT/DBFOT basis, we also formed three special purpose vehicles as well as holding strategic shares in joint venture companies formed for coal connectivity projects in three states of India.

Explore potential ways to capture sectorial initiatives undertaken by the Government to improve economic growth

The Government of India has issued a number of macro-level and sectorial initiatives to improve the Indian economy in the past few years. The increasing Government interest in infrastructure, particularly in the railways sector, has opened up opportunities for us to secure more businesses. We aim to capitalize on these opportunities by leveraging our established project execution track record and by diversifying our infrastructure work expertise into transportation engineering, civil and industrial construction, and other infrastructure projects. For example, our effort to leverage our financial resources to get recurring business has resulted in securing coal connectivity projects in Chhattisgarh, Odisha and Jharkhand. It is expected that the continuing development may create new business opportunity in the coming years. To that end, we intend to continue focusing on performance quality and project execution in order to maximize client satisfaction and profit margins, and in turn increase our competitiveness in winning further projects.

A fundamental aspect of our business strategy is to gradually transform from a construction company to a diversified company having a portfolio of BOT/DBFOT/EPC and other contracts as well as project development and operation through JVs/SPVs. To achieve our objective, we continue to secure and execute more projects in various sectors and to lessen dependency on one or a few sectors. For example, we offer various infrastructure services in the areas of railway construction, bridges, construction of roads, highways, commercial, industrial and residential complexes, electrical and distribution system, metro and mass rapid transit system. Further, as projects granted by the Government of India in the construction industry shift from BOT/BOOT mode to EPC/HAM mode, where the Government of India owns a stake and contributes in part in a project, we intend to broaden our scope of services to undertake projects in these new operation modes. We are well positioned to take up projects under these new modes due to our ability to meet the required technological and financial conditions.

Attract and retain talented employees

Talented employees are essential to our success. We rely on them to operate our modern construction equipment, complete various tasks on our complex construction projects and deliver quality performance to our clients, often on a demanding timeline. With our strong human resource system, we continue to focus on improving health, safety and environment for our employees. We intend to further strengthen our work force through continued on-job skill development and training. In particular, in addition to our regular workshops and seminars, we have various schemes for staff welfare like educational scholarships, one time educational grants for admission to professional degrees, diploma courses and educational awards. We also aim to provide a congenial and safe working atmosphere to women employees. We have a complaints committee for prevention of sexual harassment at work place, and have been arranging workshops exclusively for women employees covering self-defense by Delhi police and health awareness topics such as nutrition and diet by senior doctors. We intend to continue maintaining the relatively low employee attrition rate and retain more of our skilled workers for our future expansion, by providing them with better overall benefit packages and safer and healthier working environment.

Our Construction Business

Our construction business consists of both infrastructure and civil construction services. Our first infrastructure project was completed in 1977 in Iran. Due to increasing investment in Indian infrastructure sector, we have seen a surge in the activities of the construction industry. We believe construction and infrastructure projects will continue to be the significant drivers of our business, as the Indian economy continues to grow despite high volatility in the global market. Building on our expertise and past experience, we are well positioned in the construction sector with developed skill sets in providing engineering and construction services to a diverse range of industry projects, such as railways, highways, electrical works, buildings and others.

The table below provides a breakdown of the numbers of projects that our construction business has completed from April 1, 2015 to December 31, 2017 and the value of these completed projects.

Project Type	Number of Completed Projects	Value of Completed Projects in ₹ Million
Railway	6	28,097.16
Bridges	3	19,751.40
Electrical works	1	232.40
Total	10	48,080.96

In addition to the completed projects listed in the table above, we also have ongoing projects in highways, rail over bridge projects and buildings. As of December 31, 2017, we have completed 377 projects in India and 126 abroad, with aggregated project value of ₹291,802.8 million.

Our present business composition can be largely categorised into the following sectors:

Railways: We undertake railway projects on turnkey basis comprising primarily of laying of tracks, construction of bridges, railway electrification, signaling and telecommunications, supply of locomotive and rolling stock, and setting up of railway workshop. This includes upgrading and rehabilitating existing lines, including doubling, welding and ballasting with industry standard equipment and skilled manpower. We have laid several high speed railway lines, carrying heavy traffic on concrete sleepers with elastic fastening and specially designed track structures. We have also constructed dual gauge railway track on concrete sleepers in Bangladesh and elevated rail track in Malaysia. We have successfully completed the construction of major rail bridges across the Ganga, Mahanadi, and Narmada rivers.

Roads and Highways: We are involved in the construction of roads, highways and expressways and have the expertise and know how to undertake road projects of all types and in different terrains. We have executed major road projects in India, Bangladesh and Nepal and a network of roads for railway projects in Iraq and Algeria.

Electrical: We have been awarded the electrification works for several tracks, namely, for areas between "Mathura-Kasganj-Kalyanpur" and "Katni-Singrauli", as part of the "Mission Electrification" initiated by the Indian Railways in its effort to electrify 24,400km track by 2020-2021. In addition to railway electrification work, IT enablement and strengthening of power distribution networks in urban areas are currently being carried out in conjunction with the Ministry of Power under the Integrated Power Development Scheme. Presently, we are involved in railway electrification, power supply and distribution, general electrification and EHV power transmission. We have executed major projects for Indian Railways and State Electricity Boards and in foreign countries such as Turkey and Indonesia.

Building: We from time to time provide services to cover various activities including construction of different types of buildings, for example, commercial/industrial/institutional/residential buildings, airport hangars, station buildings and hospitals, as well as provide services such as electrification and plumbing. We have the competence to undertake these building projects both at home and abroad.

Others: We construct and provide services in signaling and telecommunication, solar energy generation, and wastewater treatment plants.

Completed Projects – Railway

From April 1, 2015 to December 31, 2017, we successfully completed six railway projects, including construction of new railway lines, rehabilitation/conversion of existing lines, station buildings and facilities, bridges, replacement of railway bridges, tunnels, signaling and telecommunication networks, railway electrification and wet leasing of locomotives. The table below provides the details of five key railway projects (by total project value) that we completed from April 1, 2015 to December 31, 2017:

Project and Location	Client	Value of Completed Project in ₹ Million	Completion Date
Re-construction of Pallai to Kankesanthurai Railway line in Northern Province of Sri Lanka	Ministry of Transport, Govt. of Sri Lanka	10,100.10	February 29 2016
Restoration of Madhu Road to Talai Mannar Railway Line in Northern Province of Sri Lanka.	Ministry of Transport, Govt. of Sri Lanka	9,185.30	February 29 2016
Design, Supply, Installation, Testing and Commissioning of Signaling and Telecommunication System for Railway Line from Anuradhapura to Kankasanthurei and from Medawachchiya to Talaimannar pier in Northern Province of Sri Lanka	Ministry of Transport, Govt. of Sri Lanka	5,723.96	March 31 2016

Leasing and Maintenance of Diesel Loco to KTMB, Malaysia	Keratapi Tanah Melayu Berhad (KTMB), Kuala Lumpur, Malaysia	839	December 31 2015
Contract CT-4 - DMRC-Badarpur to Faridabad and Jahangirpuri to Badli at Ajronda and Badli of Delhi MRTS Project of Phase-III	Delhi Metro Rail Corporation Limited (DMRC), New Delhi	626	February 29 2016

Completed Projects – Bridges

From April 1, 2015 to December 31, 2017, we successfully completed three bridge projects. The table below provides the details of the key bridge projects that we completed during this period:

Project and Location	Client	Value of Completed Project in ₹ Million	Completion Date
Rail cum Road Bridge across River Ganga at Patna	East Central Railway, Patna	15,452.9	January 31 2016
Construction of 2nd Bhairab Railway Bridge with Approach Rail Lines (Lot-A) Bangladesh	Bangladesh Railway, Dhaka, Bangladesh	2,848.5	October 31 2017
Construction of 592M long cable -stayed Major permanent Bridge over river Ravi at Basoli (Km 14.74) on road Dunera-Durban-Basoli-Bhadarwah in J&K State under project under Sampark.	Border Road Organization	1,450.00	December 31 2015

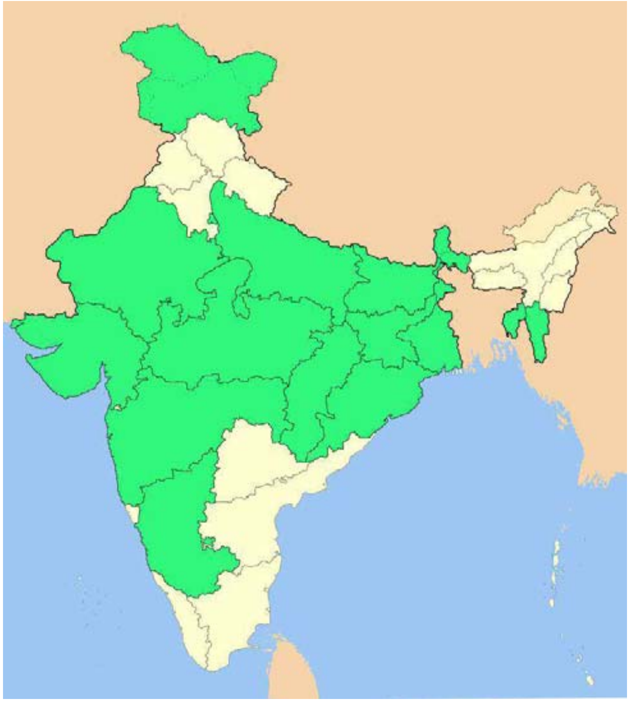
Completed Projects – Electrical Works

From April 1, 2015 to December 31, 2017, we successfully completed one electrical work project. The table below provides the details of the project:

Project and Location	Client	Value of Completed Project in ₹ Million	Completion Date
Turnkey package for dismantling of existing 66/33/11 KV Sub-station and design, engineering, construction, supply, erection testing and commissioning of 2x20 MVA, 66/33 KV Sub-station including all associated works at Paro in Bhutan.	Bhutan Power Corporation Ltd.	232.40	February 15 2017

We have set out below a map depicting our geographical presence across various regions of India and outside India for our business operations

India (green areas reflect the geographical presence of our business operations)



International Presence

Order Book

We define our Order Book as the value of projects awarded to us and for which we have entered into signed agreements or received letters of award or letters of intent or work orders, but for which we have not commenced the work, and the value of the unexecuted portion of projects on which we have commenced work.

In our industry, order book is considered to be one of the key indicators of future performance as it represents a significant portion of anticipated future revenue. For details on how our order book may not be representative of our future results, see the risk factor entitled "*Projects included in our order book and our future projects may be delayed, modified or cancelled for reasons beyond our control which may materially and adversely affect our business, prospects, reputation, profitability, financial condition and results of operation"* in the section entitled "*Risk Factors*" on page 20.

Our total order book was ₹132,926 million, ₹175,688.6 million and ₹188,783.9 million as of March 31, 2015, 2016 and 2017, respectively, representing a year-on-year increase of 10.12%, 32.17% and 7.45% for Fiscal Year 2015, Fiscal Year 2016 and Fiscal Year 2017, respectively. Our Order Book as of the nine-month ended December 31, 2017 was ₹223,871.7 million.

Segment Composition of our Order Book as of December 31, 2017

As of December 31, 2017, ₹190,263.7 million, or approximately 84.99% of our Order Book related to projects in the railway sector, ₹15,585.6 million, or approximately 6.96% of our Order Book related to projects in the highway sector, ₹12,102 million, or approximately 5.41% of our Order Book related to projects in the electrical work sector, and ₹ 5,920.4 million, or approximately 2.64% of our Order Book related to projects in the building sector.

Geographical Composition of our order book as of December 31, 2017

Contribution of foreign projects to total revenue has decreased from approximately 27.33% in Fiscal Year 2015 to approximately 10.74% in Fiscal Year 2017. The drop in foreign project income is mainly due to completion of substantial foreign projects in Malaysia and Sri Lanka.

Client Composition of our order book as of December 31, 2017

A high proportion of our contracts are entered with governmental agencies, as shown in the chart below. Approximately 99.94% of our Order Book as of December 31, 2017 related to projects sponsored by government or governmental agencies, including the Government of India, states and municipalities, while less than 1% of our Order Book was attributable to private sector clients.

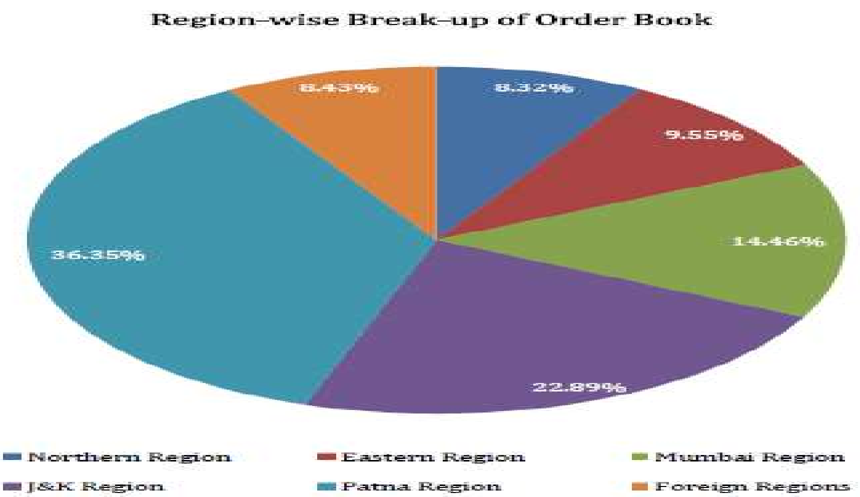
Spread of order book by regional and project units as of December 31, 2017

We have five regional offices to oversee our business operations throughout India. These regional offices include:

(1) The Northern Region office at New Delhi to oversee business operations in northern India (excluding J&K and central India);
(2) The Eastern Region office at Kolkata to oversee business operations in eastern India (excluding Bihar and Chhattisgarh);
(3) The Western Region office at Mumbai to oversee business operations in western and southern India;
(4) The J&K Region office at Jammu to oversee business operations in J&K India; and
(5) The Patna Region office at Patna to oversee business operations in Bihar and Chhattisgarh.

We also have thirty-two project offices throughout India to address issues and administrative matters relating to specific projects on site, and five foreign project offices in countries in which we operate.

The spread of our Order Book by regional offices as of December 31, 2017 is shown in the chart below:



Details of our Order Book as of December 31, 2017

We set out below the relevant contracts in each segment we operate that have amounts outstanding on our Order Book as of December 31, 2017 (for railway projects, we have listed the top five contracts in the segment). These orders aggregately represent approximately 64% of our Order Book as of December 31, 2017.

Project and Location	Total Contract Value (₹ in Million)	Client Name	Amount Outstanding as of December 31, 2017 (₹ in Million)
Railway Project			
Katra - Qazigund section including Dharam - Qazigund section, Km 33.09 to 39.00 & Km 61.00 to 91.00.	96,331	Northern Railway	47,276.8

Setting up of New rail Coach Factory at Rae Bareli	29,733.6	Ministry of Railways	5,705.5
Design and construction of civil, building and track works for double line on design-build lump sum price basis for Vaitarna-Vadodara section of Western Dedicated Freight Corridor. Contract package CTP-12: Vaitarna - Sachin Section.	21,157.5	Dedicated Freight Corridor Corporation of India Ltd. (DFCCIL)	20,982
The accomplishment of double track line (93 km) between OUED-SLY and YELLELL of the line Algiers-Oran line Algeria.	17,576.2	National Company for Railway transport (SNTF), Infrastructure Section, Algeria	8,253.3
Construction of Corridor - I of East Corridor between Kharsia to Dharamjaygarh in the State of Chhattisgarh.	14,240.3	Chhattisgarh East Railway Limited	9,737
Highway Project			
Implementation of PMGSY in Bihar State	10,117.8	Road Development Department, Govt. of Bihar and Ministry of Rural Development, (MoRD) , Govt. of India	141.7
Four Laning of Shivpuri to Guna from Km 236.00 to Km 332.100 (Package-I) in the State of Madhya Pradesh to be executed on BOT (Toll) on FBFOT pattern under NHDP Phase-IV.	7,041.9	IRCON Shivpuri Guna Tollway Limited (ISGTL)	1,162.7
Widening & Strengthening of the existing Bikaner-Phalodi Section to Four-lane from km. 4.200 to km. 55.250 and Two-lane with paved shoulder from Km 55.250 to Km 163.500 of NH-15 on	6,460	National Highways Authority of India	1,982.2

BOT (Toll) Basis in the State of Rajasthan			
Construction / upgradation of Rural roads and bridges in 5 districts (Garhwa, Gumla, Ranchi, Logardaga and Simdega) Jharkhand - PMGSY Projects.	5,650	Rural Works Department, Jharkhand and Ministry of Rural Development	1,349
Electrical Work			
Procurement of Plant Design, Supply and Installation of Overhead Track Equipment, Traction Sub-stations, Auxiliary Power Supplies Sub-station, Bulk power Supplies Switching Stations and Signaling Systems for the Majuba Rail Project, Package PS(MR)2014/CT/01(R), South Africa.	3,460	Eskom Holdings SOC Limited, South Africa	1,704.2
RAPDRP - Part B Project under Jammu province (Cluster - II, Jammu Right)	3,332.6	J&K Power Development Department	2,118.5
Work of System Improvement, Strengthening and Augmentation of distribution system to bring down AT&C losses and improve quality of consumer supply of Meerut town of Uttar Pradesh, to be carried out under R-APDRP Part-B scheme on turnkey basis including supply of material against specification No. PVVNL-MT/RAPDRP-B/1162/13-14.	3,292.1	Paschimanchal Vidut Vitran Nigam Limited (PVVNL)	1,540.8
Design, supply, installation, testing & commissioning of receiving cum traction	2,733.7	Delhi Metro Rail Corporation (DMRC)	225

and auxiliary main sub-station including high voltage cabling from grip sub-station and augmentation works for existing receiving sub-station under CE-6, Lot-1 of DMRC for Delhi MRTS project phase-III.			
RAPDRP - Part B Project under Jammu province (Cluster - I, Jammu Left)	2,629.4	J&K Power Development Department	1,379.1
Building			
Construction of New Howrah Divisional Railway Office Building.	331.7	Eastern Railway	286.1
Design, drawing and construction of external development works and external services at National Institute of Technology, Mizoram	3,296.7	National Institute of Technology, Mizoram	3,296.7
Redevelopment of Safdarjung Railway Station by leveraging the commercial potential of land around the station including RLDA's office as well as air space above railway station	2,617.2	Rail Land Development Authority and Ministry of Railways	2,617.2

Project Development and Execution Methodology

Business Development

We focus on strategic business development to sustain and improve our Order Book position by emphasizing our areas of core competence and our international capability. Such strategic placement of our business development resources enables us to evaluate more bidding opportunities, tender more bids and address increased competition effectively.

We enter into contracts through a competitive bidding process. Governments and other clients often advertise potential or upcoming projects on company websites or in leading national newspapers. To maximize business opportunities, other than maintaining and exploring opportunities with existing clients, our business team also scans and identify potential projects that may be of interest to us on various platforms. Once a potential project is identified, internal teams evaluate the bid opportunity and decide whether or not we should pursue a particular project based on various factors, including factors such as geographical location of the project, financial requirements, the degree of difficulties in executing the project in such location, our current project workload, profitability estimates and our competitive advantage relative to other likely bidders. Once a project is identified and evaluated to be in our interest, we pursue and submit relevant application documents in accordance with the procedures set forth in the advertisement or bid letter.

Project Management

As soon as we are awarded a contract, a detailed project management plan is produced. This plan covers proposed actions based on project budget, detailing among other things, the scope, revenue, direct and indirect cost, cash flow, resources and expenditure relating to the project. The execution team is responsible for implementing the plan systematically, and the implementation progress is tracked at multiple levels of management and across different departments. At regular intervals, the project plan is assessed in accordance with actual performance and various aspects affecting the project, and the plan is further revised if required.

This multi-layered and systematic approach in project management allows us to effectively coordinate with different parties in a project and helps to ensure smooth execution and supervision at different levels, and achieve our profitability targets.

Identification of business partners

We identify strategic business partners in both domestic and international markets to maximize our chances of securing more business and reducing our risks in projects. In projects where we do not qualify on our own or for which we need specific experience or proprietary technology, we approach potential business partners having the required capability to jointly secure and execute the project. In foreign countries, we identify a strategic partner based on its capability to provide country specific support and logistics for project execution. Normally we identify business partners through an "expression of interest", but in specific cases we may select the partner based on scouting or reference.

Contract Management

We have an active contract management system which tracks our obligations and deliverables under various projects to ensure prompt completion and delivery according to client requirements. Our employees can easily access the centralized system and track the status of various projects. We actively maintain and store key information including agreements, LOIs, legal opinions, closing deliverables and other execution related documents.

Subsidiary / Joint Venture Formation and Financing

We have formed several subsidiary companies and JV's for specific purposes to focus on specialized business areas. For example, we have formed JVs based on equity financing for coal connectivity projects being implemented in Chhattisgarh, Odisha and Jharkhand. We are also executing highway projects on BOT basis where we have set up SPVs as per our contractual commitments. For more information on our Subsidiaries and Group Companies, please see "*Our Subsidiaries*" on page 187 and "*Our Group Companies*" on page 220.

Procurement and Execution

As soon as we receive a letter of award for a project, a project execution team is identified and put in place to take over from the business development team and start preparation for the construction work. A detailed project estimate is prepared in consultation with the business development team with additional inputs gathered by the project execution team and detailed planning for project execution involving matters such as design, procurement of materials packaging of sub-contract is decided. Mobilization for the project also starts immediately with identification of machines and human resources from other projects which can be mobilized for the work. An assessment of additional manpower to be recruited for the project and new plant machinery to be procured is also done concurrently.

We have a centralized project monitoring system in place for larger projects, and in some projects, we employ specific control mechanisms. Billing of any sub-contractors and client billing is handled by the project team with centralized information being available with the corporate office. We also have a Project Monitoring Information System (PMIS) in place for all projects where project progress is continuously tracked and updated, and reports are generated at our corporate office for information of our management. Project delivery is continuously monitored in terms of physical, financial and profitability parameters until the completion of the project. Post completion, any residual claims or payments are pursued by the respective regional office in whose jurisdiction the project is located.

Operations and Maintenance

We do not carry out operation and maintenance (O&M) for railway projects or on a standalone basis for highway projects. However, as an obligation of PPP projects, we carry out operation, maintenance and tolling of highway projects which have been secured by the company on BOT basis. O&M is normally outsourced to other agencies with a small team from our Company overseeing the process.

Toll Management

We do not carry out the tolling operation on our own but outsource the activities to experienced agencies selected through competitive bidding. However, toll collection and maintenance are monitored by our team during the operation period.

Advanced Technology

As railways are our core competence area, we own and operate mechanized track laying and work site operation machines for our railway projects. We deploy modern plant and machinery at current industry standards in our highway projects.

Quality Management

We have been an ISO certified construction company since 1996 in Quality Management System (QMS). We adhere to the quality management standards from the bidding stage until the completion and commissioning of the project. At present we hold ISO: 9001- 2015 Certificate bearing No: 99 100 17689, which remain valid until June 8, 2020.

In order to comply with the QMS, we have developed the corporate quality manual and corporate procedure manual. These manuals contain the procedures, reviews and means such as expertise, manpower, machinery, other capabilities, to ensure quality from the submission of pre-qualification bids to submission of financial offers ranging from site visits, review of offer (whether on similar lines as per pre-qualification tender or there is any change), deliberation to participate in bidding, and acceptance of contract, to the execution of the work.

During work execution, contract is reviewed on periodical basis or whenever there are amendments or changes in the contract by the client. Each project is audited at least once a year to check for the fulfillment of QMS as per ISO: 9001 – 2015 guidelines. The audit findings are put up to the director concerned by the project coordinator and a copy is sent to the project head for necessary compliance. For the maintenance of documented information, corporate procedure manual has defined quality management operating procedure - results of the review and the action arising from the review are maintained.

At project sites, quarterly project quality council meeting is held and minutes of the meeting are sent to quality management division. At our corporate headquarter, quarterly corporate quality council meeting chaired by the chairman and managing director is held and various issues of quality are discussed and addressed.

Internally, we maintained a well-defined 'quality policy' to be adhered by all our projects.

Insurance

Our operations are subject to inherent hazards in providing construction and other development services. We may also face claims or litigations from clients who are not satisfied with the quality of our work or warranty claims within the warranty period extended by us.

We generally maintain insurance covering assets and operations at a level that we believe to be appropriate. Risk of loss or damage relating to projects is more often insured jointly with our client. "Contractor All Risk Policy" and "Professional Indemnity Policy" are obtained by the contractors and consultants of the respective projects, while we maintain "Director and Officer Liability Policy".

For details on risks relating to our insurance coverage, see risk factor entitled "*Our insurance coverage may not adequately protect us against all losses*." In the section entitled "*Risk Factors*" on page 20.

Competition

We operate in a competitive environment. Our competition depends on various factors, including, the value of the project, type of project, difficulties, complexity, financial requirement, potential margins and client's reputation. While quality, ability, past record, experience and health and safety records are core to most of the bidding process in the construction and development sector, price is often the deciding factor in tender awards. For details on risks relating to our competition, see risk factor entitled "*We face significant competition and if we fail to compete effectively, our business, prospects, financial condition and results of operations will be adversely affected*" in the section entitled "*Risk Factors*" on page 20.

Employees

A well trained, motivated and satisfied employee base is important to our competitive advantage. As of December 31, 2017, we employed 1,175 full-time employees on a standalone basis. The skill set of our employees allow us to adapt to client's needs as well as the technical requirements of the various projects we undertake.

In addition to salary and allowances, we provide our employees with medical leave and retirement benefits, which include provident fund and gratuity. We also have policies on promotion and transfer guidelines for our employees.

We are committed to the development of the expertise and know-how of our employees through regular technical seminars and training sessions organized or sponsored by us. It is our goal that all employees receive up-to-date information that is current in our respective industries, so each employee can simultaneously work to improve his or her efficiency and effectiveness in his or her respective position.

Health, Safety and Environment

We are ISO: 14001 -2015 and OHSAS BS: 18001 -2007 certified and these certificates are valid until May 1, 2020 and December 27, 2018, respectively. We are committed to complying with applicable health, safety and environmental rules and regulations in countries where we operate. At the same time, we also strive to maintain a safe working environment for our employees and to provide industry standard healthcare coverage for our workers.

To help reduce work hazards and identify potential risks at early stage, at the beginning of every project, we seek to identify potential material hazards, evaluate material risks and institute, implement and monitor appropriate site controls. Through systematic implementation of risk control mechanisms and proper oversight, we believe risks and hazards to people and the environment can be minimized and managed at appropriate levels. Further, project managers at each work site are dedicated to ensure the implementation of relevant protocols and to monitor such sites on behalf of the head office.

Given our operations, we are required to comply with various laws and regulations at central, state and municipal levels. India has a number of pollutant control statutes which empower state regulatory authorities to establish and enforce against discharging of pollutants or effluents into water or air. We believe that we are in compliance with all material rules and regulations that apply to us and with expansion of our businesses, we will continue to work closely with government authorities to ensure compliance at all operational levels.

Property

As of January 31, 2018, we had 33 offices across India, out of which two office premises, including our Registered Office situated at Plot no. C - 4, District Centre, Saket, New Delhi -110017, Delhi, India are owned by us and 24 offices are on lease hold basis and seven offices are provided by our clients. Additionally, we also enter into short term leases, leave and license agreements for lands and buildings for setting up site offices, storages for raw materials and emplacement of machinery and equipment as required at the construction sites from time to time.

Intellectual Property

Our Company conducts its operations under the '*Ircon'* brand name. Our Company's logo has not been registered and no application has been made for registering the same. For further details, please see risk factor entitled "*Our corporate logo is not registered*" on page 20.

Futher, one of our Subsidiaries, Ircon-ISL uses the trademark "*mFc my First Choice*" which is registered in its name.

Corporate Social Responsibility

We are committed to our stakeholders to conduct our business in an economically, socially and environmentally sensible manner. We have formulated a Corporate Social Responsibility ("CSR") and Sustainability policy to focus on the CSR initiatives which affect society, economy and environment. We have implemented corporate social responsibility initiatives through various community development activities over the years, in the field of health, sanitation, education (including education for differently abled), environment, infrastructure development and socio economic development. The policy also supports the implementation of various CSR activities in and around the project sites for the welfare of the people and the environment that are affected by the construction activities. Our corporate social responsibility initiatives include:

- Provision of drinking water facilities by installation of tube wells in Bihar, Purnia;
- Conducting cancer screening and awareness camps for women in areas such as Santragachi, Shalimar, Behala, Sonagachi, Khidripur and such other places;
- Provision of ambulances to Bikaner and Ajmer divisions under passenger amenities;
- Maintaining three health units existing at Banihal, Lalganj and Savok;
- Setting up libraries in certain schools of Jammu and Kashmir;
- Conducting skill entrepreneurship development programmes in Jammu and Kashmir through NITCON and through NHFDC in Madhya Pradesh;
- Upgrading the passenger amenities at stations in Patna and Guwahati.

Further, we have entered into a memorandum of understanding dated September 6, 2016 with Bharat Lok Shiksha Parishad for providing basic education to the children of socio – economically weaker section of the society to educate and create awareness about their health for the overall development of the community.

REGULATIONS AND POLICIES

The following description is an overview of certain sector-specific relevant laws and regulations in India which are applicable to the operations of our Company and its business. The description of laws and regulations set out below is not exhaustive and is only intended to provide general information to Bidders. The information in this section is neither designed nor intended to be a substitute for professional legal advice and investors are advised to seek independent professional legal advice.

The statements below are obtained from publications available in the public domain based on the current provisions of applicable Indian law, and the judicial, regulatory and administrative interpretations thereof, which are subject to change or modification by legislative, regulatory, administrative, quasi-judicial or judicial decisions/actions and the Selling Shareholder, our Company or the BRLMs are under no obligation to update the same.

Laws and Regulations applicable to the Central Public Sector Enterprises

As a Central Public Sector Enterprise ("**CPSE**") set up by the Ministry of Railways, we are required to comply with various laws and regulations including The Railways Act, 1989, as amended along with the rules; Compendium on Guidelines for administrative ministries/departments and central public sector enterprises, 2015; Guidelines on corporate social responsibility and sustainability for central public sector enterprises, Guidelines on corporate governance for central public sector enterprises, 2010; Pay Revision Guidelines as amended from time to time; Prevention of Corruption Act, 1988; the Central Vigilance Commission Act, 2003; The Lokpal and Lokayuktas Act, 2013 and New Pension Scheme and Right to Information Act, 2005 amongst others.

Business Related Laws

i) Railways

The Railways Act, 1989

The Railways Act, 1989 was enacted to consolidate and amend the law relating to Railways and came into force on June 1, 1990. Section 2 (31) of the act states that "railway" means a railway, or any portion of a railway, for the public carriage of passengers or goods, and includes- (a) all lands within the fences or other boundary marks indicating the limits of the land appurtenant to a railway; (b) all lines of rails, sidings, or yards, or branches used for the purposes of, or in connection with, a railway; (c) all electric traction equipments, power supply and distribution installations used for the purposes of, or in connection with, a railway; (d) all rolling stock, stations, offices, warehouses, wharves, workshops, manufactories, fixed plant and machinery, roads and streets, running rooms, rest houses, institutes, hospitals, water works and water supply installations, staff' dwellings and any other works constructed for the purpose of, or in connection with, railway; (e) all vehicles which are used on any road for the purposes of traffic of a railway and owned, hired or worked by a railway, and (f) all ferries, ships, boats and rafts which are used on any canal, river, lake or other navigable inland waters for the purposes of the traffic of a railway and owned, hired or worked by a railway administration, but does not include- (i) a tramway wholly within a municipal area; and (ii) lines of rails built in any exhibition ground, fair, park, or any other place solely for the purpose of recreation. The Railway Administration under Chapter IV is empowered to, for the purposes of constructing or maintaining a railway, make or construct in or upon, across, under or over any road, railway, tramways, electric supply lines, or telegraph lines, such temporary or permanent inclined-planes, bridges, tunnels, etc and do all other acts necessary for making, maintaining, altering or repairing and using the railway. Chapter II A has been inserted by The Railways (Amendment) Act, 2005 which provides an institutional framework for development of railway land. Chapter IV A was further inserted by The Railways (Amendment) Act, 2008 enabling the Railways to acquire land for "*special railway project*".

The Metro Railways (Construction of Works) Act, 1978

The Metro Railways (Construction of Works) Act, 1978 was enacted to provide for the construction of works relating to metro railways in the metropolitan cities and for matters connected therewith. Metropolitan city as per section 2(k) of the act means Delhi, Mumbai, Kolkata or Chennai. It came into force on February 1, 1979. The act empowers the Central Government, on an application made by the 'metro railway administration', to acquire any land, building, street, road or passage or any right of user or any right in the nature of easement after being satisfied that the requirement mentioned therein is for a public purpose and is required for the construction of metro railways or any other work connected therewith.

ii) Highways

National Highways Act, 1956 ("NH Act")

The Central Government is responsible for the development and maintenance of National Highways and may delegate any function relating to development of National Highways to the relevant state government in whose jurisdiction the National Highway falls, or to any officer or authority subordinate to the central or the concerned state government. Under the NH Act, the GoI is vested with the power to declare a highway as a National Highway and also to acquire land for this purpose. The GoI may, by notification, declare its intention to acquire any land when it is satisfied that for a public purpose such land is required to be acquired for the building, maintenance, management or operation of a National Highway or part thereof. The NH Act prescribes the procedure for such land acquisition which inter alia includes entering the land to make any inspection, survey, measurement, valuation or enquiry, hearing of objections, declaration of acquisition and the mode of taking possession. The NH Act also provides for payment of compensation to owners and any other person whose right of enjoyment in that land has been affected. The Central Government may also enter into an agreement with any person in relation to the development and maintenance of the whole or any part of a National Highway.

The National Highways Fee (Determination of Rates and Collection) Rules, 2008, as amended, (the "**NH Fee Rules**") regulates the collection of fee for the use of sections of National Highway, permanent bridges, bypasses and tunnels. Pursuant to the NH Fee Rules, Central Government may, by a notification, levy fee for use of any section of a National Highway, permanent bridge, bypass or tunnel forming part of a National Highway, as the case may be. However, the Central government may, by notification, exempt any section of a National Highway, permanent bridge, bypass or tunnel constructed through a public funded project from levy of fees or part thereof subject to such conditions as stated in the notification. The NH Fee Rules do not apply to the concession agreements executed or bids invited prior to the publication of such rules i.e. December 5, 2008. The NH Fee Rules further provide for the base rate of fees applicable for the use of a section of the National Highway for different categories of vehicles.

National Highways Authority of India Act, 1988 ("NHAI Act")

The NHAI Act provides for the constitution of an authority for the development, maintenance and management of National Highways and for matters connected therewith or incidental thereto. Pursuant to the NHAI Act, the National Highways Authority of India ("NHAI") was constituted as an autonomous body in 1989 and came into operation in 1995. Under the NHAI Act, it is the function of the NHAI to develop, maintain and manage the National Highways. The NHAI has the power to enter into and perform any contract necessary for the discharge of its functions under the NHAI Act.

The NHAI Act prescribes a limit in relation to the value of the contracts that may be entered into by NHAI. However, the NHAI may enter into contracts exceeding the value so specified, on obtaining prior approval of the Central Government. NHAI Act provides that the contracts for acquisition, sale or lease of immovable property on behalf of the NHAI cannot exceed a term of 30 years unless previously approved by the Central Government.

Control of National Highways (Land and Traffic) Act, 2002 ("Control of NH Act")

The Control of NH Act provides for control of land within the National Highways, right of way and traffic moving on National Highways and also for removal of unauthorized occupation thereon. In accordance with the provisions of the Control of NH Act, the Central Government has established Highway Administrations. Under the Control of NH Act, all land that forms part of a highway which vests in the Central Government or that which does not already vest in the Central Government but has been acquired for the purpose of Highways shall be deemed to be the property of the Central Government. The Control of NH Act prohibits any person from occupying any Highway Land or discharging any material through on such land without the permission of the Highway Administration. The Control of NH Act permits the grant of lease and license for use of highway land for temporary use.

Indian Tolls Act, 1851

The Indian Tolls Act, 1851, (the "**Tolls Act**") enabled the Government to levy tolls on public roads and bridges. The tolls levied under the Tolls Act, are deemed to be 'public revenue'. The collection of tolls can be placed under any person as the state governments deem fit under the Tolls Act, and they are enjoined with the same responsibilities as if they were employed in the collection of land revenue. Further, all police officers are bound to assist the toll collectors in the implementation of the Tolls Act. The Tolls Act further gives power for recovery of toll and exempts certain category of people from payment of toll. Provisions under the Constitution of India and other legislations on collection of toll Entry 59, List II of Schedule VII read with Article 246 of the Constitution of India vests the States with the power to levy tolls. Pursuant to the Indian Tolls Act, 1851, the State Governments have been vested with the power to levy tolls at such rates as they deem fit.

A succinct list of regulations/rules applicable to the roads and highways are as follows:
- National Highways(Collection of Fees by any Person for the Use of Section of National Highways/Permanent Bridge/ Temporary Bridge on National Highways) Rules, 1997.
- National Highways (Rate of Fee) Rules, 1997
- National Highways (Fees for the use of National Highways section and permanent bridge public funded project) Rules, 1997
- Road Transport Corporation Act, 1950,
- National Highways Rules, 1957,
- National Highways (Temporary Bridges) Rules, 1964,
- National Highways Tribunal (Procedure) Rules, 2003,
- Central Road Fund Act, 2000,
- Central Road Fund (State Roads) Rules 2007;
- Indian Explosives Act, 1884;
- Petroleum Act, 1934; and
- Petroleum Rules, 2002.

iii) Buildings/ Multifunctional Complexes

National Building Code of India, 2016

The National Building Code of India ("**NBC**") is a comprehensive code for regulating the building construction activities across the country. NBC serves as a 'Model Code' for adoption by all agencies involved in building construction works such as Public Works Departments, other government construction departments, local bodies and private construction agencies. NBC contains directions with respect to administrative regulations, development control rules and general building requirements; fire safety requirements; stipulations regarding materials, structural design and construction (including safety) and building and plumbing services.

A succinct list of regulations/rules applicable to the Buildings/ Multifunctional Complexes are as follows:
- Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2013
- The Real Estate (Regulation and Development) Act, 2016
- Energy Conservation Building Code
- Model Building Bye Laws, 2016

In addition to the above Acts/regulations/rules we are required to comply with certain laws and regulations, which differ from state to state such as Land Revenue Codes, Rent Control Acts, Tenancy and Agricultural Acts, Land Reforms, Land Acquisition Acts, Town and Country Planning Acts, Land Ceiling Acts, Municipalities Acts, amongst others.

OTHER LAWS

The Foreign Exchange Management Act, 1999 ("FEMA") and Regulations framed thereunder

Foreign investment in India is governed primarily by the provisions of the FEMA, read along with the rules, regulations and notifications thereunder, as issued by the RBI from time to time. The Foreign Direct Investment ("FDI") Policy of 2017, issued by the Department of Industrial Policy and Promotion, Ministry of Commerce and Industry, Government of India ("DIPP") with effect from August 28, 2017 ("FDI Policy 2017"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by DIPP. The Government proposes to update the consolidated circular on FDI Policy once every year and therefore, FDI Policy 2017 will be valid until DIPP issues an updated circular. Foreign investment is permitted (except in the prohibited sectors) in Indian companies either through the automatic route or the approval route, where approval from the Government of India or the RBI is required, depending upon the sector in which foreign investment is sought to be made.

The RBI, in exercise of its power under the FEMA, has notified the Foreign Exchange Management (Transfer or Issue of Security by a Person Resident Outside India) Regulations, 2017 ("FEMA Regulations") to prohibit, restrict or regulate, transfer by or issue security to a person resident outside India. As laid down by the FEMA Regulations, any investment made by a person resident outside India shall be subject to the entry routes, sectoral caps or the investment limits, as the case may be, and the attendant conditionalities for such investment as laid down in the Regulations.

The FEMA Regulations and FDI Policy 2017 permits 100% FDI through automatic route in Railway Infrastructure sector for Construction, operation and maintenance of the following:(i) Suburban corridor projects through PPP, (ii) High speed train projects, (iii) Dedicated freight lines, (iv) Rolling stock including train sets, and locomotives/coaches manufacturing and maintenance facilities, (v) Railway Electrification, (vi) Signaling systems, (vii) Freight terminals, (viii) Passenger terminals, (ix) Infrastructure in industrial park pertaining to railway line/sidings including electrified railway lines and connectivity to main railway line and (x) Mass Rapid Transport Systems. However Foreign Direct Investment in the abovementioned activities open to private sector participation including FDI is subject to sectoral guidelines of Ministry of Railways. Proposals involving FDI beyond 49% in sensitive areas from security point of view, will be brought by the Ministry of Railways before the Cabinet Committee on Security (CCS) for consideration on a case to case basis.

The Foreign Trade (Regulation and Development) Act, 1992

The Foreign Trade (Regulation and Development) Act, 1992 (the "**Foreign Trade Act**") was enacted to provide for the development and regulation of foreign trade by facilitating imports into and augmenting exports from India. The Foreign Trade Act prohibits anybody from undertaking any import or export except under an importer-exporter code number granted by the Director General of Foreign Trade pursuant to section 7. Hence, every entity in India engaged in any activity involving import/export is required to obtain an Importer Exporter Code ("IEC") unless specifically exempted from doing so. The IEC shall be valid until it is cancelled by the issuing authority.

Shops and establishments Legislations

Under the provisions of local Shops and Establishments laws applicable in various states, establishments are required to be registered. Such laws regulate the working and employment conditions of the workers employed in shops and establishments including commercial establishments and provide for fixation of working hours, rest intervals, overtime, holidays, leave, termination of service, maintenance of shops and establishments and other rights and obligations of the employers and employees.

Bureau of Indian Standards Act, 2016 ("BIS Act")

The BIS Act provides for the establishment of a national standards body for the harmonious development of the activities of standardisation, conformity assessment and quality assurance of goods, articles, processes, systems and services. The BIS Act provides for the functions of the bureau which includes, among others (a) recognize as an Indian standard, any standard established for any article or process by any other institution in India or elsewhere; (b) specify a standard mark to be called the, Bureau of Indian Standards Certification Mark, which shall be of such design and contain such particulars as may be prescribed to represent a particular Indian standard; and (c) make such inspection and take such samples of any material or substance as may be necessary to see whether any article or process in relation to which the standard mark has been used conforms to the Indian Standard or whether the standard mark has been improperly used in relation to any article or process with or without a license.

The Legal Metrology Act, 2009 and the Legal Metrology (Packaged Commodities) Rules, 2011

The Legal Metrology Act, 2009 ("**Legal Metrology Act**") governs the standards/ units/denominations used for weights and measures as well as for goods which are sold or distributed by weights, measure or number. It also states that any transaction/ contract relating to goods/ class of goods shall be as per the weight/ measurements/numbers prescribed by the Legal Metrology Act. Every unit of weight or measure shall be in accordance with the metric system based on the international system of units. Using or keeping any weight or measure otherwise than in accordance with the provisions of the Legal Metrology Act is an offence, as is tampering or altering any reference standard, secondary standard or working standard. Moreover the Legal Metrology Act prohibits any person from quoting any price, issuing a price list, cash memo or other document, in relation to goods or things, otherwise than in accordance with the provisions of the Legal Metrology Act. The Legal Metrology (Packaged Commodities) Rules, 2011("**Legal Metrology Rules**") was also enacted under the Legal Metrology Act. According to the Legal Metrology Rules, no person shall pre-pack or cause or permit to be pre-packed any commodity for sale, distribution or delivery unless a declaration is made on the package as required under the Legal Metrology Rules. Every manufacturer, packer and importer who pre-packs or imports any commodity for sale, distribution or delivery is required to be registered. On September 7, 2016, the Indian Ministry of Consumer Affairs, Food, and Public Distribution's Department of Legal Metrology amended the Legal Metrology Rules.

LABOUR LAWS AND OTHER LAWS

The following is an indicative list of labour laws applicable to the business and operations of the Company:

- Contract Labour (Regulation and Abolition) Act, 1970;
- Workmen's Compensation Act, 1923;
- Industrial Disputes Act, 1947;
- Industrial Employment (Standing orders) Act 1946;
- Child Labour (Prohibition and Regulation) Act, 1986
- Minimum Wages Act, 1948;
- Public Liability Insurance Act, 1991
- Payment of Wages Act, 1936;
- Payment of Bonus Act, 1965;
- Payment of Gratuity Act, 1972;
- Equal Remuneration Act, 1976;
- Apprentices Act, 1961;
- Maternity Benefit Act, 1961;
- Weekly Holidays Act, 1942
- Trade Unions Act, 1926;
- Employees (Provident Fund and Miscellaneous Provisions) Act, 1952;
- Employees State Insurance Act, 1948;
- Employee's Compensation Act, 1923;
- Building and other Construction Workers (Regulation of Employment and condition of Service) Act,1996;
- Employment Exchange (Compulsory Notification of Vacancies) Act, 1959;
- Sexual Harassment of Women at Workplace (Prevention, Prohibition and Redressal) Act, 2013; and
- Inter-State Migrant Workmen (Regulation of Employment and Conditions of Service) Act, 1979

ENVIRONMENT RELATED LAWS

Environmental Laws

Each Company must ensure compliance with environmental legislation, such as the Water (Prevention and Control of Pollution) Act 1974, as amended, the Air (Prevention and Control of Pollution) Act, 1981, as amended, the Environment Protection Act, 1986, as amended, and the rules and regulations thereunder. The basic purpose of these statutes is to control, abate, prevent pollution and conserve the country's forests. In order to achieve these objectives, Pollution Control Boards ("**PCBs**"), which are vested with diverse powers to deal with water and air pollution, have been set up in each state. The PCBs are responsible for setting the standards for maintenance of clean air and water, directing the installation of pollution control devices in industries and undertaking inspection to ensure that units or plants are functioning in compliance with the standards prescribed. These authorities also have the power of search, seizure and investigation. All industries and factories are required to obtain consent orders from the PCBs, which are indicative of the fact that the plant in question is functioning in compliance with the pollution control norms. These consent orders are required to be renewed.

In addition to the above the company has to comply with the Forest Conservation Act, 1980, as amended, The Indian Forest Act, 1927, as amended and The Scheduled Tribes and Other Traditional Forest Dwellers (Recognition of Forest Rights) Act, 2006 and the rules and regulations thereunder. The Forest Conservation Act, 1980, as amended was enacted to help conserve the country's forests. It strictly restricts and regulates the de-reservation of forests or use of forest land for non-forest purposes without the prior approval of Central Government. To this end the Act lays down the pre-requisites for the diversion of forest land for non-forest purposes. The Indian Forest Act, 1927 consolidates the law relating to forests, the transit of forest-produce and the duty leviable on timber and other forest-produce. The Scheduled Tribes and Other Traditional Forest Dwellers (Recognition of Forest Rights) Act, 2006, recognizes the rights of forest-dwelling Scheduled Tribes and other traditional forest dwellers over the forest areas inhabited by them and provides a framework for according the same.

On September 14, 2006 the Environmental Impact Assessment Notification S.O. 1533 (the "**2006 Notification**") was issued by the Ministry of Environment and Forest. Under the 2006 Notification, the environmental clearance process for new projects consists of four stages – screening, scoping, public consultation and appraisal. After completion of public consultation, the applicant is required to make appropriate changes in the Draft Environment Impact Assessment Report and the Environment Management Plan. The final Environment Impact Assessment Report has to be submitted to the concerned regulatory authority for appraisal. The regulatory authority is required to give its decision within 105 days of the receipt of the final Environment Impact Assessment Report.

Construction and Demolition Waste Management Rules, 2016 ("Waste Management Rules")

The Waste Management Rules applies to waste resulting from construction, re-modeling, repair and demolition of any civil structure of individual or organisation or authority who generates construction and demolition waste such as building materials, debris, and rubble.

TAX RELATED LEGISLATIONS

A. Finance Act, 2017

The Finance Act, 2017 received the assent of the President on March 31, 2017 and came into force on April 1, 2017 to give effect to the financial proposals of the Central Government for the financial year 2017-2018. The Finance Act contains necessary amendments in the direct taxes (e.g. income tax and wealth tax) and indirect taxes (e.g. excise duties, custom duties and service tax) signifying the policy decisions of the Union Government for the year 2017-2018.

B. Goods and services tax

The Constitution (One Hundred and First Amendment) Act, 2016 which received presidential assent on September 8, 2016 paved the way for introduction of goods and services tax ("**GST**") by making provisions with respect to goods and services tax. Accordingly, the following GST acts have been enacted:
- Central Goods and Services Tax Act, 2017
- Integrated Goods and Services Tax Act, 2017
- Union Territory Goods and Services Tax Act, 2017, and
- Goods and Services Tax (Compensation to States) Act, 2017.

C. Taxes on professions, trades, callings and employments

Every person engaged in any profession, trade, callings and employment is liable to pay tax at the rate prescribed by the respective state government. It is considered necessary to levy tax on profession, trade callings and employment in order to augment state revenues. Every state is empowered by the Constitution of India to make laws relating to levy of taxes on professions, trades, callings and employments that shall serve as the governing provisions in that state.

D. Other Tax Related Legislations

The following is an indicative list of tax laws applicable to the business and operations of the Company:

- Income Tax Act, 1961 and Income Tax Rules, 1962;
- The Customs Act, 1962;
- The Central Excise Act, 1944;
- Central Excise Tariff Act, 1985;
- Customs Tariff Act, 1975;
- Taxation Laws (Amendment) Act, 2017.

LAWS RELATING TO INTELLECTUAL PROPERTY

Intellectual Property in India enjoys protection under both common law and statute. Under statute, India provides for patent protection under the Patents Act, 1970, copyright protection under the Copyright Act, 1957, trademark protection under the Trade Marks Act, 1999 and design protection under the Designs Act, 2000. The above enactments provide for protection of intellectual property by imposing civil and criminal liability for infringement.

HISTORY AND CERTAIN CORPORATE MATTERS

Brief History of our Company

Our Company was incorporated as *"Indian Railway Construction Company Private Limited"* on April 28, 1976 in Delhi, as a private limited company under the Companies Act, 1956 and was granted a certificate of incorporation by the then Registrar of Companies, Delhi and Haryana. Our Company became a public limited company with effect from November 20, 1976 and a certificate of incorporation consequent upon conversion to public limited company was issued by the then Registrar of Companies, Delhi and Haryana in the name of *"Indian Railway Construction Company Limited"*. Subsequently, the name of our Company was changed to its present name *'IRCON International Limited'* and a fresh certificate of incorporation consequent upon change of name dated October 17, 1995 was issued by the RoC, NCT of Delhi and Haryana. The CIN of our Company is U45203DL1976GOI008171.

Changes in the Registered Office of our Company

The table below sets forth details of change in registered office since its incorporation:

Effective date	Details of Change	Reason for Change
October 3, 1978	Shifted from 1st Floor, New Delhi House, 27 Barakhamba Road, New Delhi – 110 001, India to Rattan Jyoti, 18 Rajendra Palace, New Delhi – 110008, India	For operational efficiency
December 17, 1984	Shifted from Rattan Jyoti, 18 Rajendra Place, New Delhi – 110 008, India to Palika Bhawan, Sector – XIII, R.K. Puram, New Delhi – 110 066, India	
May 21, 2007	Shifted from Palika Bhawan, Sector – XIII, R.K. Puram, New Delhi – 110 066, India to Plot No. C – 4 District Centre, Saket, New Delhi – 110 017, India	

Main Objects of Our Company

The main objects and the objects incidental and ancillary to the main objects of our Company enable us to carry on the present business activities as well as the business activities proposed to be carried out. The main objects of our Company, as contained in our MOA, are as follows:

"1. To carry on business relating to railway and other construction and to enter into contracts in India or abroad on a turnkey basis or otherwise, either individually or jointly with other undertakings and companies or persons abroad or in India, including supply, erection and commissioning of equipment and all services ancillary thereto including but not limited to:

(i) construction of new railway lines;
(ii) strengthening, doubling or conversion of existing railway lines;
(iii) laying of new railway track including points and crossings and also re-laying of existing track and turnouts;
(iv) construction of new railway bridges;
(v) strengthening, re-building or re – girdering of existing railway bridges;
(vi) construction of new locomotive repair shops, running sheds, carriage and wagon repair shops and maintenance depots;
(vii) setting up of new production units for manufacture of rolling stock, signaling, interlocking and telecommunication equipment, bridge girders, structures, welded rails, pre- stressed concrete sleepers and other requirements of permanent way;
(viii) new signaling and telecommunication systems;
(ix) modernization of existing signaling and telecommunication system;
(x) railway electrification, sub – stations, transmission lines, industrial power supply systems and other electrical and related works;
(xi) operation of railway systems or installations;
(xii) maintenance of ways, works, all types of fixed installations, locomotives, rolling stock and railway equipment including signaling and interlocking, telecommunication and electrical installations.

2. To carry on the business / activity / scheme like build –operate – transfer (BOT), build – own – operate – transfer (BOOT), build – lease – transfer (BLT) or any other scheme or project found suitable in and related to the field of construction and other fields

3. To carry on the business relating to purchasing, selling, letting on lease or hire purchasing in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, rolling stock, ships, trawlers, vessels, barges, automobiles and vehicles of every kind, construction machinery of all types and descriptions, airconditioning plants, aircrafts and electronic equipments of all kinds and description including rendering leasing, consultancy and advisory services to clients including but not limited to : -

a. *buy, sell, import, export, manipulate, treat, prepare and deal in merchandise, commodities, articles, machinery, rolling stock and tools of all kinds and description and to carry on business as traders, merchants, importers, exporters, representatives, stockists, dealers and agents;*

b. *Purchase, construct, take in exchange or on lease, hire, or otherwise acquire or develop, whether for investment or sale, for the company's business, any real or personal property including land, building, warehouse, factory, mill, mine, machinery, rolling stock, plants, goods, stock in trade, business, industry, undertakings, rights, concession, privileges, licenses, easements or interest in or with respect to any property whatsoever in consideration of a gross sum or rent or partly in one way and partly in the other or for any consideration in any manner;*

c. *acquire by purchase, exchange or take on lease or rent or obtain otherwise and hold, deal in, sell, convey, lease, sub – lease, sub – let, mortgage or encumber, rolling stock, land, buildings, real estate or any other property, personal or mixed, or to survey, sub – divide, improve or develop any real property for purpose of sale or otherwise and to do and perform any thing for the development or improvement of the same for residential, commercial, industrial and any other use.*

4. To carry on business relating to commercial operation of air transport services and other modes of transport including ships, trawlers, vessels, barges, automobiles and vehicles of every kind, passenger as well as cargo categories.

5. To carry on the business of telecommunications for provisions of full range of telecom and information technology (IT) services including but limited to business of internet service provision (ISP), long distance backbone transmission service provision, basic services, cellular services, other value added services and other related services in India or abroad."

Amendments to the Memorandum of Association

Since incorporation, the following amendments have been made to the Memorandum of Association of our Company:

Date of amendment	Nature of amendments
March 5, 1985	Clause IIIA was amended as follows – *"to carry on business relating railway construction"* was substituted with *"to carry on business relating to railway and other construction"* and the word *"railway"* appearing after the words *"commissioning of"* and before the word *"equipment"* was deleted
January 17, 1992	Clause V of the MOA was amended to reflect the sub – division in the authorised share capital of our Company from ₹100 million divided into 1,00,000 equity shares of ₹ 1,000 each to ₹ 100 million divided into 10,00,000 equity shares of ₹ 10 each.
September 28, 1993	Clause (1) was added before the words *"to carry on the business"* and sub – clause (x) was amended by substituting the words *"railway electrification"* with the words *"railway electrification, sub – stations, transmission lines, industrial power supply systems and other electrical and related works"*.

Date of amendment	Nature of amendments
	Clause IIIA was amended by inserting the sub – clauses (2) and (3) as follows – "*2. To carry on the business / activity / scheme like build –operate – transfer (BOT), build – own – operate – transfer (BOOT), build – lease – transfer (BLT) or any other scheme or project found suitable in and related to the field of construction and other fields* *3. To carry on the business relating to purchasing, selling, letting on lease or hire purchasing in any part of India or abroad all kinds of machinery, plants, tools, jigs and fixtures, agricultural machinery, rolling stock, ships, trawlers, vessels, barges, automobiles and vehicles of every kind, construction machinery of all types and descriptions, airconditioning plants, aircrafts and electronic equipments of all kinds and description including rendering leasing, consultancy and advisory services to clients including but not limited to : -* *a. buy, sell, import, export, manipulate, treat, prepare and deal in merchandise, commodities, articles, machinery, rolling stock and tools of all kinds and description and to carry on business as traders, merchants, importers, exporters, representatives, stockists, dealers and agents;* *b. Purchase, construct, take in exchange or on lease, hire, or otherwise acquire or develop, whether for investment or sale, for the company's business, any real or personal property including land, building, warehouse, factory, mill, mine, machinery, rolling stock, plants, goods, stock in trade, business, industry, undertakings, rights, concession, privileges, licenses, easements or interest in or with respect to any property whatsoever in consideration of a gross sum or rent or partly in one way and partly in the other or for any consideration in any manner;* *c. acquire by purchase, exchange or take on lease or rent or obtain otherwise and hold, deal in, sell, convey, lease, sub – lease, sub – let, mortgage or encumber, rolling stock, land, buildings, real estate or any other property, personal or mixed, or to survey, sub – divide, improve or develop any real property for purpose of sale or otherwise and to do and perform any thing for the development or improvement of the same for residential, commercial, industrial and any other use.*"
September 7, 1994	Clause V of the MOA was amended to reflect increase in the authorised share capital of our Company from ₹10 million divided into 1,00,00,000 equity shares of ₹10 each to ₹250 million divided into 2,50,00,000 equity shares of ₹10 each.
September 15, 1995	Clause I was amended to reflect the changed name of our Company to *"Ircon International Limited"*
September 30, 1997	Clause IIIA (4) was inserted as follows – "*To carry on business relating to commercial operation of air transport services and other modes of transport including ships, trawlers, vessels, barges, automobiles and vehicles of every kind, passenger as well as cargo categories.*"
September 27, 1999	Clause IIIA (5) was inserted as follows – *"to carry on the business of telecommunications for provision of full range of telecom and information technology (IT) services including but not limited to business of internet service provision (ISP), long distance backbone transmission service provision, basic services, cellular services other than value added and other related services in India and abroad"*

Date of amendment	Nature of amendments
December 22, 2015	Clause V of the MOA was amended to reflect increase in the authorised share capital of our Company from ₹250 million divided into 2,50,00,000 equity shares of ₹10 each to ₹1,000 million divided into 10,00,00,000 equity shares of ₹ 10 each.
May 22, 2017	Clause V of the MOA was amended to reflect increase in the authorised share capital of our Company from ₹1,000 million divided into 10,00,00,000 equity shares of ₹10 each to ₹4,000 million divided into 40,00,00,000 equity shares of ₹10 each.
December 21, 2017	The other objects were merged with the ancillary objects and clause 12 was inserted as follows – *"To acquire and takeover the whole or any part of the business, goodwill, trademarks, properties and liabilities of any person or persons, firms, companies engaged in or carrying on or proposing to carry on the business or transaction which may seem capable of being carried on or conducted so as to directly or indirectly benefit the Company to achieve the main objects of the Company and possessed of any property or rights suitable for the business or transaction of the Company and to pay for the same either in cash or in shares or partly in cash and partly in shares".*

Key Events and Milestones

The table below sets forth some of the key events and milestone in our history since its incorporation:

Year	Events
1976	Our Company converted from a private limited company into a public limited company
1992	Pursuant to disinvestment of 13,400 Equity Shares of ₹ 10 each by GoI, our Company was listed on the BSE Limited and the Delhi Stock Exchange Limited
1998	Our Company was granted the status of 'Mini Ratna – Category – 1' by the Ministry of Railways
2011	Voluntarily delisted from the BSE Limited
2012	Voluntarily delisted from the Delhi Stock Exchange

Achievements, Awards and Accreditations

The table below sets forth some of the achievements, awards and accreditations received by our Company**:**

Year	Nature of Award
2017	CIDC Vishwakarma Award to Modern Coach Factory, Indian Railways by Construction Industry Development Council
	CIDC Vishwakarma Award by Construction Industry Development Council
	Award for best construction project by Construction Industry Development Council
2016	Award for Construction and Development by Dun & Bradstreet
	Award for excellence in CSR/Environment protection and conservation by Dainik Bhaskar
	PSU Award for HR Excellence by SAB Group
	CIDC Vishwakarma Award for best construction projects by Construction Industry Development Council
	India Pride Award for excellence in CSR/Environment Protection and Enhancement by Dainik Bhaskar
2015	PSUs award for contract and construction by Dun & Bradstreet
	Award for Best Professionally Managed Company by CIDC Vishwakarma Awards
	India Pride Awards for Excellence in Infrastructure Development by Dainik Bhaskar
	Infra Award for construction and development by Dun & Bradstreet
	Infra Award for rail cum road bridge across river ganga by Dun & Bradstreet
	CIDC Vishwakarma Award for best professionally managed Company by Construction Industry Development Council

Year	Nature of Award
	India Pride Award for excellence in Infrastructure Development by Daink Bhaskar
2014	PSUs award for Mini Ratna – best in CSR and sustainability
	Infra Award for construction and Infrastructure Development (Railways) by Dun & Bradstreet
	India Pride Award for excellence in India image enhancement by Daink Bhaskar
	Award of Inauguration of Pallai – Jaffna section by the president of Sri Lanka Mahinda Rajapaksa
2013	Infra Award for construction Infrastructure Development Mid by Dun & Bradstreet
	Infra Award for Railways Quazigund Banihal section of USBRL by Dun & Bradstreet
	Award for Best Exporter by EEPC India
	Award for starting first DEMU services from Banihal
	Meritorious Awards Commendation Certificate by SCOPE
	Certificate certifying the publication of name of the Company in Dun & Bradstreet's publication
	Certificate of excellence for top exporter by EEPC India
	Certificate of excellence for top exporter by EEPC India

Delisting from Stock Exchanges

The Equity Share of our Company were earlier listed on DSE and BSE on August 18, 1992 and October 16, 1992 respectively. Pursuant to the resolution passed by the board of directors of our Company on July 30, 2010, by the Shareholders of our Company *vide* special resolution passed through postal ballot on September 22, 2010 and letter dated May 19, 2010 bearing no. 2009/PL/64/3 (IRCON) issued by the MoR, our Company was voluntarily delisted from BSE and Delhi Stock Exchange Limited ("**DSE**") on November 11, 2011 and March 15, 2012 respectively. This was due to non – fulfilment of the criteria laid down for minimum public shareholding and minimum number of independent directors on the Board of our Company. Accordingly, pursuant to SEBI (Delisting of Equity Shares) Regulations, 2009 ("**SEBI Delisting Regulations**"), the equity shares of our Company were voluntarily delisted from BSE and DSE. At the time of voluntary delisting, our Company had, in accordance with provisions of regulation 27 of SEBI Delisting Regulations, given an exit offer, to the then public shareholders, i.e. Bank of India ("**BOI**") (then holding 2,300 Equity Shares) and Indian Railway Finance Corporation Limited ("**IRFCL**") (then holding 24,400 Equity Shares), at a price of ₹ 1450 per Equity Share. BOI and IRFCL, *vide* letters dated July 29, 2011 and August 09, 2011 respectively, had consented to the delisting of Equity Shares of our Company from BSE and DSE, without exercising the option to sell the Equity Shares held by them.

Corporate profile of our Company

For details of our Company's corporate profile, business, marketing, the description of our activities, the growth of our Company, our foreign operations, standing of our Company in relation to prominent competitors with reference to our products and services, environmental issues, technology, major suppliers, major customers, geographical segment and management, please see "*Our Business*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 153 and 663 respectively.

Other Details regarding our Company

For details regarding the description of our Company's activities, services, products, market, growth, technology, managerial competence, standing with reference to prominent competitors, major suppliers and customers, segment, location of projects, marketing and competition, please refer to the chapters titled "*Our Business*", "*Our Management*", "*Industry Overview*" and "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on pages 153, 192, 119 and 663 respectively, of this Draft Red Herring Prospectus.

Injunction or Restraining Order

Our Company is not operating under any injunction or restraining order.

Our Shareholders

Our Company has 13 (thirteen) shareholders as on the date of this Draft Red Herring Prospectus. For details, see "*Capital Structure*" on page 102.

Acquisition of business / undertakings, mergers, amalgamation

Our Company has neither acquired any business or undertaking nor has undertaken any merger or amalgamation.

Raising of capital in the form of equity or debt

Other than as disclosed under the chapter titled "*Capital Structure*" and "*Financial Indebtedness*" on pages 102 and 690 respectively of this Draft Red Herring Prospectus, our Company has not raised any capital in the form of equity. Further, our Company has not raised any public offering in the form of debt instrument since its inception.

Revaluation of assets

Our Company has not revalued its assets since incorporation.

Time and Cost Overrun

We may experience time and cost overrun in execution of some of the projects assigned to us due to delays on account of obtaining necessary approvals for commencement/execution of our projects or due to certain force majeure events. For further details, please see chapter *"Risk Factors – Our projects are exposed to various implementation and other risks and uncertainties which could lead to material adverse effect on our business, prospects, financial condition and results of operations."* on page 20.

Changes in the activities of our Company during the last five years

There have been no changes in the activity of our Company during last five years including discontinuance of our lines of business, loss of agencies or markets or on account of similar factors which may have had a material effect on our profits/ losses.

Defaults or Rescheduling of Borrowings with Financial Institutions / Banks

There are no defaults or rescheduling of borrowings from financial institutions or banks or conversion of loans into equity in relation to our Company.

Lock – out or Strikes

There have been no lock – outs or strikes in our Company since inception.

Holding Company, Subsidiaries and Group Companies

As on the date of this Draft Red Herring Prospectus, our Company does not have a holding company. For details of our Subsidiaries and Group Companies, see "*Our Subsidiaries*" and "*Our Group Companies*" on pages 187 and 220 respectively.

Associate Companies

As on the date of this Draft Red Herring Prospectus, our Company has the following Associate Companies: i) Ircon – Soma Tollway Private Limited, ii) Chhattisgarh East Railway Limited, iii) Chhattisgarh East – West Railway Limited, iv) Mahanadi Coal Railway Limited, v) Jharkhand Central Railway Limited, vi) Bastar Railway Private Limited, and vii) Indian Railway Stations Development Corporation Limited.

Guarantees issued by our Promoter

Our Promoter has not issued any guarantees as on the date of this Draft Red Herring Prospectus.

Strategic and Financial Partners

Our Company does not have any strategic and financial partners**.**

Shareholders and Other Agreements

There are no shareholders or other agreements entered into by our Company.

Material Agreements

Except as stated below, our Company has not entered into any material contract, not being a contract entered into in the ordinary course of business carried on or intended to be carried on by us or contract entered into more than two years before the filing of this Draft Red Herring Prospectus.

Memorandum of Understanding entered between Ministry of Railways and our Company for the year 2017 – 2018

Our Company enters into a Memorandum of Understanding with Department of Public Enterprises, Ministry of Railways, GoI every financial year which sets out certain performance criteria before the beginning of the financial year and based on this performance our Company is evaluated at the end of every financial year. For the year 2017 – 2018, the Ministry of Railways has set certain milestones and the target dates for achieving the milestones of the various ongoing projects of our Company.

OUR SUBSIDIARIES

As on the date of this Draft Red Herring Prospectus, our Company has 4 (four) Subsidiaries:

1. Ircon Infrastructure & Services Limited **("Ircon-ISL")**
2. Ircon PB Tollway Limited **("Ircon-PBTL")**
3. Ircon Shivpuri Guna Tollway Limited **("Ircon-SGTL")**
4. Ircon Davanagere Haveri Highway Limited ("**Ircon-DHHL**")

The details of our Subsidiaries are as follows:

1. Ircon-ISL

Corporate Information

Ircon-ISL was incorporated on September 30, 2009 with the RoC, NCT of Delhi and Haryana. A certificate for commencement of business was issued to Ircon-ISL on November 10, 2009. The CIN is U45400DL2009GOI194792 and the registered office is situated at Plot No. C – 4, District Centre, Saket, New Delhi – 110017.

Nature of Business

The main objects of Ircon-ISL include, *inter alia* to undertake infrastructure projects including planning, designing, development, improvement etc. in the field of construction of multi-functional complexes (MFCs), and BOT, BOOT, BLT etc., to provide facilities and amenities to users of Indian Railway System, to carry on the business of hire purchasing, leasing of all kinds of moveable and immoveable properties, to provide consultancy for all kinds of engineering projects including providing maintenance, support, and all kinds of services including social welfare measures, etc.

Capital Structure

The authorized share capital of Ircon-ISL is ₹650 million divided into 65,000,000 equity shares of ₹10 each and the issued, subscribed and paid – up share capital of Ircon-ISL is ₹650 million divided into 65,000,000 equity shares of ₹10 each.

Shareholding Pattern

The shareholding pattern of Ircon-ISL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	Number of Shares held	% of holding
Our Company	64,999,100	99.99
Mukesh Kumar Singh*	100	Negligible
Deepak Sabhlok*	100	Negligible
Hitesh Khanna*	100	Negligible
S.L. Gupta*	100	Negligible
Surajit Dutta*	100	Negligible
Anil Kumar Gupta*	100	Negligible
Subhash Chand*	100	Negligible
Anupman Ban*	100	Negligible
Iti Matta*	100	Negligible
TOTAL	**65,000,000**	**100**

**Nominee shareholders holding shares on behalf of our Company*

2. Ircon-PBTL

Corporate Information

Ircon-PBTL was incorporated on September 30, 2014 with the RoC, NCT of Delhi and Haryana. The CIN is U45400DL2014GOI272220 and the registered office is situated at C – 4, District Centre, Saket, New Delhi – 110017.

Nature of business

Ircon-PBTL was incorporated with the main object to carry on the business of widening and strengthening of the existing Bikaner and Phalodi section to four lane from 4.200 km to 55.250 km and two lane with paved shoulder from 55.250 km to 163.500 km of NH-15 on build, operate, and transfer (Toll) basis in the State of Rajasthan, in accordance with the terms of the concession agreement with NHAI, and to carry on any other construction work that may be assigned to or secured by the company.

Capital Structure

The authorized share capital of Ircon-PBTL is ₹ 1,750 million divided into 175,000,000 equity shares of ₹10 each and the issued, subscribed and paid – up share capital of Ircon-PBTL is ₹ 1,650 million divided into 165,000,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of Ircon-PBTL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	Number of Shares held	% of holding
Our Company	16,49,99,100	99.99
Deepak Sabhlok*	100	Negligible
Rajendra Singh Yadav*	100	Negligible
Shyam Lal Gupta*	100	Negligible
Ashok Kumar Goyal*	100	Negligible
Surajit Dutta*	100	Negligible
Basant Kumar*	100	Negligible
Anil Kumar Gupta*	100	Negligible
Subhash Chand*	100	Negligible
Anupam Ban*	100	Negligible
TOTAL	**1,65,00,00,000**	**100**

**Nominee shareholders holding shares on behalf of our Company*

3. Ircon-SGTL

Corporate Information

Ircon-SGTL was incorporated on May 12, 2015 with the RoC, NCT of Delhi and Haryana. A certificate for commencement of business was issued to Ircon SGTL on May 27, 2015. The CIN is U45400DL2015GOI280017 and the registered office is situated at C – 4, District Centre, Saket, New Delhi – 110017.

Nature of Business

The main objects of Ircon-SGTL include, *inter alia* to carry on the business of four laning of Shivpuri – Guna section of NH – 3 from 236.00 km to 332.1 km on build, operate, and transfer (Toll) basis on design, build, finance, operate and transfer pattern under NHDP Phase – IV in the State of Madhya Pradesh and other ancillary works relating thereto, in accordance with the terms of the concession agreement with the NHAI, and to carry on any other construction work that may be assigned to or secured by the company.

Capital Structure

The authorized share capital of Ircon-SGTL is ₹ 1,500 million divided into 150,000,000 equity shares of ₹10 each and the issued, subscribed and paid- up share capital of Ircon-SGTL is ₹ 1,500 million divided into 150,000,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of Ircon-SGTL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	Number of Shares held	% of holding
Our Company	14,99,99,100	99.99
Deepak Sabhlok*	100	Negligible
Ashok Kumar Goyal*	100	Negligible
Yogesh Kumar Mishra*	100	Negligible
Surajit Dutta*	100	Negligible
Anil Kumar Gupta*	100	Negligible
Shyam Lal Gupta*	100	Negligible
Subhash Chand*	100	Negligible
Anupam Ban*	100	Negligible
Rajendra Singh Yadav*	100	Negligible
TOTAL	**150,000,000**	**100**

**Nominee shareholders holding shares on behalf of our Company*

4. Ircon-DHHL

Corporate Information

Ircon-DHHL was incorporated on May 11, 2017 with the RoC, Delhi. The CIN is U45500DL2017GOI317401 and the registered office is situated at C – 4, District Centre, Saket, New Delhi – 110017.

Nature of Business

The main objects of Ircon-DHHL include, *inter alia* to carry on the business of development, maintenance and management of Davanagere – Haveri section (from 260.000 km to 338.923 km of NH – 48 (old NH – 4) in the state of Karnataka by way of its six laning on DBFOT basis, and to carry on any other construction work that may be assigned to or secured by the company.

Capital Structure

The authorized share capital of Ircon-DHHL is ₹50 million divided into 5,000,000 equity shares of ₹10 each and the issued, subscribed and paid- up share capital of Ircon-DHHL is ₹0.5 million divided into 50,000 equity shares of ₹10 each.

Shareholding Pattern

The shareholding pattern of Ircon-DHHL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	Number of Shares held	% of holding
Our Company	49,100	98.20
Ashok Kumar Goyal*	200	Negligible
Shyam Lal Gupta*	100	Negligible
Yogesh Kumar Misra*	100	Negligible
Anand Kumar Singh*	100	Negligible

Name of Shareholders	Number of Shares held	% of holding
Anil Kumar Gupta*	100	Negligible
Subhash Chand*	100	Negligible
Anupam Ban*	100	Negligible
Rajendra Singh Yadav*	100	Negligible
TOTAL	**50,000**	**100**

**Nominee shareholders holding shares on behalf of our Company*

Significant sale or purchase between our Subsidiaries and our Company

Except as disclosed in "*Related Party Transactions*" on page 228, none of our Subsidiaries are involved in any sales or purchases with our Company where such sales or purchases exceed in value in the aggregate of 10% of the total sales or purchases of our Company.

Common Pursuits

Our Subsidiaries are engaged in line of business that is similar and/or synergistic to the business of our Company.

For details on the related business transactions between our Subsidiaries and our Company and significance of such transactions on the financial performance of our Company see, *"Related Party Transactions"* on page 228.

Business interest between our Company and the Subsidiaries

Except as stated in the *"Our Business"* and *"Related Party Transactions"* on pages 153 and 228, none of the Subsidiaries have any business interest in our Company.

Other confirmations

Listing

None of our Subsidiaries are listed on any stock exchange in India or abroad. None of our Subsidiaries have been refused listing of any securities at any time, by any of the recognised stock exchanges in India or abroad.

Except for Ircon-SGTL and Ircon-ISL, who have issued equity shares of ₹ 10 each to our Company on a rights basis, none of our Subsidiaries have made any public or rights issue (including any rights issue to the public) in the three years preceding the date of this Draft Red Herring Prospectus. The details of the rights issue made by our Subsidiaries are as follows:

Sr. No	Issued by	Date of allotment	No. of equity shares allotted	Name of allottee
1.	Ircon SGTL	July 21, 2016	50,000,000	Our Company
2.		May 6, 2016	37,000,000	
3.		March 18, 2016	30,000,000	
4.		December 5, 2016	30,000,000	
5.	Ircon ISL	May 25, 2015	25,000,000	

Sick Subsidiaries

None of our Subsidiaries have become sick companies under the meaning of the erstwhile SICA, nor have they been declared insolvent or bankrupt under the Insolvency and Bankruptcy Code, 2016. Further, no winding up proceedings have been initiated against them.

Exemption from MoR

Railway Board, MoR, *vide* office memorandum dated December 08, 2017 has exempted the SPVs of our Company, namely Ircon-PBTL, Ircon-SGTL and Ircon-DHHL, from compliance with the targets and other term and conditions laid down in the MOU which is annually entered into with MoR, on the ground that these SPVs are formed as per contractual requirement with NHAI for a definite period and shall cease to exist once the contracted project is completed and handed over to NHAI.

Non-compliance with certain provisions of DPE Guidelines and Companies Act

Our Subsidiaries are currently not in compliance with the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and certain provisions of the Companies Act, 2013. Our Subsidiaries do not meet the mandatory requirement of having one-third of the total members on the board of our Subsidiaries must be such persons who are Independent Directors of our Company. The appointment of directors on the board of our Subsidiaries are determined by the President of India, acting through the Ministry of Railway and we do not have the power to appoint such directors on the board of our Subsidiaries. Our Company *vide* letters dated September 07, 2015 and June 10, 2016, had requested MoR to appoint the requisite independent directors on the board of our Subsidiaries. However, there has been no communications from MoR in this regard. For risks related to the same, please see "*Risk Factors - Our Subsidiaries are currently not in compliance with the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and certain provisions of the Companies Act, 2013 which could lead to material adverse effect on our business, prospects, financial condition and results of operations*", on page 20.

Accumulated profits or losses

As on the date of this Draft Red Herring Prospectus,there are no accumulated profits or losses of any of our Subsidiaries not accounted for by our Company in its consolidated financial statements.

Sale or purchase of shares of our Subsidiaries during the last six months

Neither our Promoter nor our Directors or their relatives (as defined under the Companies Act 2013) have sold or purchased any equity shares or other specified securities of our Subsidiaries during the six months immediately preceding the date of this Draft Red Herring Prospectus.

OUR MANAGEMENT

Pursuant to our Articles of Association and Companies Act, 2013, our Company is required to have not less than three Directors and not more than fifteen Directors. As of the date of this Draft Red Herring Prospectus, our Company's Board is constituted with twelve Directors, which includes four Whole – Time Directors, two Government Nominee (Part – Time Official) Directors and six Independent (Part – Time Non – Official) Directors out of whom one is a woman director. Subject to the provisions of the Companies Act, the President of India, in terms of our AoA is entitled to appoint all Directors on our Board.

Our Board of Directors

The following table sets forth details regarding our Board as on the date of this Draft Red Herring Prospectus:

Name, Designation, Address, Occupation, DIN, Term and Nationality	Age (in years)	Other Directorship
Sunil Kumar Chaudhary *Designation:* Chairman and Managing Director *Address:* 622, Asian Games Village Complex, New Delhi – 110 049, India *Occupation:* Service *DIN:* 00515672 *Term:* Five years with effect from October 29, 2016 or till the date of superannuation or until further orders, whichever is earlier. *Nationality:* Indian	56	Nil
Deepak Sabhlok *Designation:* Director – Projects (Whole- Time) *Address:* 262, Ganpat Andalkar Block, Asian Games Village, New Delhi – 110 049, India *Occupation:* Service *DIN:* 03056457 *Term:* Five years with effect from April 16, 2010 or till the date of his superannuation or until further orders, whichever is earlier. Further extended for a period of five years beyond April 15, 2015 or till the date of his superannuation or until further orders, whichever is earlier vide Ministry of Railway's letter No. 2008/E(O)II/40/24 dated December 2, 2014. *Nationality:* Indian	58	1. Chhattisgarh East Railway Limited 2. Chhattisgarh East – West Railway Limited 3. Ircon PB Tollway Limited 4. Ircon Shivpuri Guna Tollway Limited 5. Ircon Davanagere Haveri Highway Limited 6. Mahanadi Coal Railway Limited 7. Ircon – Soma Tollway Private Limited
Hitesh Khanna	58	1. Ircon Infrastructure & Services Limited 2. Jharkhand Central Railway Limited

Name, Designation, Address, Occupation, DIN, Term and Nationality	Age (in years)	Other Directorship
Address: Flat No. 563, Sachin Nag Block, Khel Gaon, New Delhi – 110049, India *Designation:* Director - Works (Whole-Time) *Occupation:* Service *DIN:*02789681 *Term:* Five years with effect from March 7, 2011 or till the date of his superannuation or until further orders, whichever is earlier. Further, extended for a period of 2 years with effect from March 7, 2016 till March 6, 2018 or until further orders, whichever is earlier vide Ministry of Railway's letter No. 2008/E(O)II/40/25 dated March 21, 2016. In terms of Ministry of Railway's letter no. 2008/E(O)II/40/25 dated March 12, 2018, he shall continue as director beyond his tenure until receipt of further orders. *Nationality:* Indian		
Mukesh Kumar Singh *Designation:* Director – Finance (Whole – Time) and Chief Finance Officer *Address:* Flat No. 556, Sachin Nag Block, Asiad Village Complex, New Delhi, 110049, India *Occupation:* Service *DIN:* 06607392 *Term:* Five years with effect from May 1, 2016 or till the date of his superannuation or until further orders, whichever is earlier. *Nationality:* Indian	56	1. Indian Railway Stations Development Corporation Limited
Rajiv Chaudhry *Designation:* Government Nominee (Part – Time Official) Director *Address:* C – 129, Sector – 50, Noida – 201 301, Uttar Pradesh, India *Occupation:* Service *DIN:* 03146422 *Term:* From November 16, 2016 till he holds the post of Principal Executive Director (Station Development),	57	1. Konkan Railway Corporation Limited

Name, Designation, Address, Occupation, DIN, Term and Nationality	Age (in years)	Other Directorship
Railway Board or till further orders, whichever is earlier. Pursuant to Ministry of Railway's order No. 2004/PL/44/04 dated November 16, 2016, his appointment was effective from November 17, 2016. *Nationality:* Indian		
Ved Pal *Designation:* Government Nominee (Part-Time Official) Director *Address:* 26, Railway Officers Enclave, SP Marg, Chanakyapuri, New Delhi – 110 021, India *Occupation:* Service *DIN:* 07902760 *Term:* From November 17, 2017 till he holds the post of Additional Member (Planning), Railway Board or till further orders, whichever is earlier. Pursuant to Ministry of Railway's order No. 2004/PL/44/04 dated November 17, 2017, his appointment was effective from November 22, 2017. *Nationality:* Indian	59	1. Mumbai Railway Vikas Corporation Limited
Sanjay Kumar Singh *Designation:* Independent (Part –Time Non – Official) Director *Address:* 216 A.J.C. Bose Road, Kolkata – 700 017, West Bengal, India *Occupation:* Professional *DIN:* 00003695 *Term:* Three years with effect from April 1, 2016 or until further orders whichever is earlier. Pursuant to Ministry of Railway's order No. 2014/PL/44/04 dated April 01, 2016, his appointment was effective from April 05, 2016. *Nationality:* Indian	53	1. Ashika Credit Capital Limited 2. Utkarsh Sfatik Limited 3. Ganesh Realty and Mall Development Private Limited 4. Likhami Commercial Co. Limited 5. Distant Horizon Orchard Private Limited 6. Ambuja Educational Institute
Avineesh Matta *Designation:* Independent (Part-Time Non-Official) Director	58	1. InQUANT Consulting Private Limited 2. Explico Consulting Private Limited

Name, Designation, Address, Occupation, DIN, Term and Nationality	Age (in years)	Other Directorship
Address: 4-F, Gopala Tower, Rajendra Place, New Delhi 110 008, India *Occupation:* Professional *DIN:* 00011749 *Term:* Three years with effect from April 1, 2016 or until further orders whichever is the earlier. Pursuant to Ministry of Railway's order No. 2014/PL/44/04 dated April 01, 2016, his appointment was effective from April 08, 2016. *Nationality:* Indian		
Vasudha Vasant Kamat *Designation:* Independent (Part –Time Non – Official) Director *Address:* 105, Bianca Gundavali Azad Road, Andheri East, Near BMC Office, Mumbai – 400 069, Maharashtra, India *Occupation:* Retired Professor *DIN:* 07500096 *Term:* Three years with effect from April 1, 2016 or until further orders whichever is earlier. Pursuant to Ministry of Railway's order No. 2014/PL/44/04 dated April 01, 2016, her appointment was effective from April 22, 2016. *Nationality:* Indian	65	Nil
Chitta Balasatya Venkataramana *Designation:* Independent (Part-Time Non-Official) Director *Address:* Flat No. 4C, Kinellan Towers, Napean Sea Road, Malabar Hill, Mumbai – 400 006, Maharashtra, India *Occupation:* Retired IAS Officer *DIN:* 03179171 *Term:* Three years with effect from September 20, 2017 or until further orders whichever is earlier. Pursuant to Ministry of Railway's order No. 2012/PL/44/04 dated September 20, 2017, his appointment was effective from September 28, 2017.	62	Nil

Name, Designation, Address, Occupation, DIN, Term and Nationality	Age (in years)	Other Directorship
Nationality: Indian		
Narinder Singh Raina *Designation:* Independent (Part-Time Non-Official) Director *Address:* Ward No. 6, Nai Basti, R.S. Pura, Jammu – 181 102, Jammu & Kashmir, India. *Occupation:* Teaching *DIN:* 07968391 *Term:* Three years with effect from September 20, 2017 or until further orders whichever is earlier. Pursuant to Ministry of Railway's order No. 2012/PL/44/04 dated September 20, 2017, his appointment was effective from October 17, 2017. *Nationality:* Indian	51	Nil
Ashok Kumar Ganju *Designation:* Independent (Part-Time Non-Official) Director *Address:* C-3, Pamposh Enclave, New Delhi – 110 048, India *Occupation:* Consultant *DIN:* 07014589 *Term:* Three years with effect from March 08, 2018 or until further orders whichever is earlier.	65	NIL

Brief Profiles of our Directors

Sunil Kumar Chaudhary, aged 56 years, is the Chairman and Managing Director of our Company. He holds a bachelor's degree in science (civil engineering) from University of Delhi and a master's degree in technology (management and systems) from the Indian Institute of Technology, Delhi. He also holds a post graduate diploma in alternative dispute resolution from Indian Law Institute. In the past, he was on the board of companies such as National Buildings Construction Corporation (India) Limited and Housing and Urban Development Corporation Limited and is experienced in handling infrastructure projects such as railways, airports, flyovers and bridges etc. He is also experienced in the domain of international markets and finance appraisals. He has been on the board of our Company since October 29, 2016 and is spear heading the entire operations of our Company.

Deepak Sabhlok, aged 58 years, is the Director - Projects (Whole - Time) of our Company. He holds a bachelor's degree in civil engineering from Bhopal University and is an officer of the Indian Railway Service of Engineers. In the past he has worked with South Eastern Railways and is experienced in various fields of infrastructure, such as railway construction, contract management, track maintenance and ancillary works. He has been involved in planning, designing, construction and commissioning of railways, highways and electrical projects. He has been on the board of our Company since April 16, 2010 (he was permanently absorbed in our company with effect from the same date) and looks after the implementation and execution of various projects handled by our Company. From the period October 1, 2016 to October 29, 2016 he was also entrusted with an additional charge of the Chairman and Managing Director of our Company.

Hitesh Khanna, aged 58 years, is the Director –Works (Whole-time) of our Company. He holds a bachelor's degree of science in civil engineering from University of Delhi. He is also a life associate member of the Institution of Permanent Way Engineers (India) and is a recipient of the R.C. Sood Memorial award from the Institution of Permanent Way Engineers (India). In the past he has worked with the Northern Railways and is experienced in various fields of railway infrastructure such as track construction, maintenance, renewal, and modern track technology. He was deputed in our Company by Indian Railway Service in the position of General Manager since March 31, 2003 being responsible for procurement of projects in Malaysia and was thereafter permanently absorbed in our Company in February 2007. He was thereafter elevated to the position of Executive Director (Works) with additional charges of Executive Director (Jammu and Kashmir) and PD (Malaysia). He has been on the board of our Company since March 7, 2011 and looks after the operations of our Company.

Mukesh Kumar Singh, aged 56 years, is the Director – Finance (Whole- Time) and the Chief Finance Officer of our Company. He holds a bachelor's degree in arts (honours - mathematics) and a master's degree in arts (mathematics) from University of Delhi and is an officer of the Indian Railway Accounts Service. Prior to joining our Company, he was posted as FA & CAO (C), West Central Railway, Jabalpur. He is experienced in handling accounts and finance matters such as handling railway earnings, expenditure, construction organisation, finalization of estimates, tender schedules and examination of finance proposals. He has been on the board of our Company since May 1, 2016 and looks after the accounts and the financial management of our Company. He was permanently absorbed in our Company with effect from his date of appointment.

Rajiv Chaudhry, aged 57 years, is a Government Nominee (Part - Time Official) Director of our Company. He holds a bachelor's degree in civil engineering from Indian Institute of Technology, Roorkee (formerly known as University of Roorkee). He is an officer of the Indian Railway Service of Engineers. Presently, he is posted as principal executive director (Station Development), Railway Board, Ministry of Railways and is also on the board of Konkan Railway Corporation Limited as government nominee director (part -time official). He is experienced in various fields of the railway sector particularly rail transport, operation, maintenance, planning, designing and execution of large civil engineering projects. He has been on the board of our Company since November 17, 2016.

Ved Pal, aged 59 years, is the Government Nominee (Part -Time Official) Director of our Company. He holds a bachelor's degree and a master's degree in electrical engineering from University of Roorkee. He also holds a bachelor's degree in law from Barkatullah Vishwavidyalaya, Bhopal and is an officer of Indian Railway Service of Electrical Engineers. Presently, he is posted as an Additional Member (Planning), Railway Board, Ministry of Railways and is experienced in the railway sector particularly in preparation of annual reports, budgets and feasibility reports for projects of various railway zones, planning and monitoring safety works, port connectivity and coal connectivity projects, planning of infrastructure for long term planning, maintenance of electric locomotives, production and technology. He has been on the board of our Company since November 22, 2017.

Sanjay Kumar Singh, aged 53 years, is an Independent (Part - Time Non -Official) Director of our Company. He holds a bachelor's degree in commerce (honours) from University of Calcutta and is a fellow member of the Institute of Chartered Accountants of India. He has rich experience in finance, taxation, and business operations. He has been on the board of our Company since April 5, 2016.

Avineesh Matta, aged 58 years, is an Independent (Part -Time Non - Official) Director of our Company. He holds a bachelor's degree in commerce (honours) and bachelor's degree in law from University of Delhi. He also holds an advanced diploma in management from Indira Gandhi National Open University. He is a fellow member of the Institute of Chartered Accountants of India (ICAI) and has completed courses in Information Systems Audit and Valuation from ICAI. He is registered as an insolvency professional with the Insolvency and Bankruptcy Board of India. He is experienced in finance, audit and taxation with exposure to multifarious industries and service segments. He also provides consultancy on engineering-procurement-construction, operate-maintain-transfer, build-operate-transfer and similar projects in road transport and highway sector. He is currently a partner at AVA & Associates, Chartered Accountants. He has been on the board of our Company since April 8, 2016.

Vasudha Vasant Kamat, aged 65 years, is an Independent (Part –Time Non - Official) Director of our Company. She holds a bachelor's degree in science (chemistry) from University of Poona and a master's degree in arts (sociology) from Shreemati Nathibai Damodar Thackersay (S.N.D.T) Women's University, Bombay. She also holds a bachelor's degree and a master's degree in education from University of Bombay. Additionally, she holds a doctoral degree in philosophy (arts) from University of Bombay. She is experienced in the education sector and is associated with various foreign universities for the fellowship programmes and in the capacity of visiting scholar. In the past, she has held the post of joint director at the Central Institute of Educational Technology, a constituent unit of National Council of Educational Research and Training and Vice – Chancellor of S.N.D.T Women's University thereby retiring from the post in 2016. She is also a part of the committee constituted for preparation of the draft national education policy. She has been on the board of our Company since April 22, 2016.

Chitta Balasatya Venkataramana, aged 62 years, is an Independent (Part -Time Non - Official) Director of our Company. He holds a master's degree in commerce from Sri Venkateswara University, master's degree in arts (economics) from University of Madras and a master's degree in health science from the John Hopkins School of Hygiene and Public Health, Baltimore, MD, USA. He also holds a doctorate in public health from University of Illinois at Chicago, USA and is a retired officer of the Indian Administrative Services. He has experience in the public services sector and has been on the board of our Company since September 28, 2017.

Narinder Singh Raina, aged 51 years, is an Independent (Part -Time Non -Official) Director of our Company. He holds a bachelor's degree and a master's degree in science (forestry) from Dr. Yashwant Singh Parmar University of Horticulture and Forestry. He also holds a degree of doctor of philosophy (forestry) from Dr. Yashwant Singh Parmar University of Horticulture and Forestry. Prior to joining our Company, he was posted as the range officer grade 1, Jammu and Kashmir, Department of Forest and then as the assistant professor agroforestry with Sher-e-Kashmir University of Agricultural Sciences and Technology of Jammu. He is experienced in education sector and is presently working as an associate professor with Sher-e-Kashmir University of Agricultural Sciences and Technology of Jammu. He has been on the board of our Company since October 17, 2017.

Ashok Kumar Ganju, aged 65 years, is an Independent (Part -Time Non - Official) Director of our Company. He holds a bachelor's degree in science (civil engineering) from University of Delhi and a master's degree in technology (water resources) from Indian Institute of Technology, Delhi. He also holds a post-graduate diploma in hydraulics from IHE Delft Institute for Water Education, Netherlands. Presently, he is providing consultancy on water resources development projects to PSUs. He was ex-officio additional secretary to the Government of India and retired as a member, design and research, Central Water Commission in 2012. He was the chairman of Ganga Flood Control Commission, Patna from May 2010 to August 2011. He has experience in the planning and designing of water resources development, flood management, hydro and thermal projects, dam safety inspections, resolution of disputes between the project authorities and contractors and advising on construction related problems. He has been on the board of our Company since March 8, 2018.

Relationship between our Directors

None of our Directors are related to each other in terms of the definition of 'relative' under Section 2(77) of the Companies Act, 2013.

Terms of appointment and remuneration of our Directors

Terms of appointment and remuneration details of our Whole – Time Directors

A. Sunil Kumar Chaudhary

Sunil Kumar Chaudhary was appointed as our Chairman and Managing Director pursuant to an order dated October 27, 2016 issued by the Ministry of Railways on the following terms:

Particulars	Remuneration

Term	Pursuant to an order dated October 27, 2016 issued by the Ministry of Railways, Sunil Kumar Chaudhary was appointed as our Chairman and Managing Director for a term of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation or until further orders in this respect, whichever event occurs earliest.
Pay Scale	He is entitled to basic salary in the pay scale of ₹0.20 - ₹ 0.37 million as per DPE's Office Memorandum dated August 3, 2017 for pay revision of Board level and below Board level Executives and Non-Unionised Supervisors of CPSEs. During Fiscal 2017, he was entitled to basic salary in the pay scale of ₹ 0.08- ₹ 0.13 million.
Dearness Allowance	Dearness allowance would be paid in accordance with the new IDA scheme spelt out in the DPE's Office Memorandum dated August 03, 2017 as amended and in force from time to time.
House rent allowance	House rent allowance shall be payable by our Company as per the requirements of the DPE's Office Memorandum dated August 04, 2017 as amended and in force from time to time.
Annual increment	He will be eligible to draw his annual increment at three percent of basic pay on the anniversary date of his appointment in the scale and further increments to the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of pay scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two-year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use as indicated below:

Name of the city	Ceiling on non – duty journeys
Delhi, Mumbai, Kolkata, Chennai, Bengaluru, Hyderabad	1,000 km. per month
All the other cities	750 km. per month

Monthly rate of recovery for non – duty journeys would be as follows:

Non – air conditioned cars	Rupees per month
Below 16 horse power	325
Above 16 horse power	490

Air conditioned cars	Rupees per month
Below 16 horse power	520
Above 16 horse power	780

Performance related Payment	He shall be eligible for approved performance related payments as per the requirements of DPE's Office Memorandum dated November 26, 2008, February 09, 2009, April 02, 2009 and August 03, 2017 as amended and in force from time to time.
Other benefits and perquisites / superannuation	The Board of Directors will decide on the allowances and perks subject to a maximum ceiling of 35% of his basic pay as indicated in DPE's Office Memorandum dated August 03, 2017 as amended and in force from time to time. He shall be eligible for superannuation benefit based on approved schemes as per DPE's Office Memorandum dated August 03, 2017 as amended and in force from time to time.
Leave	He will remain subject to the leave rules of our Company.

Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether, advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government.
Conduct, discipline and appeal rules	The Conduct, Discipline and Appeal Rules framed by our Company would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India. The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet.

B. Deepak Sabhlok

Deepak Sabhlok was appointed as our Director-Projects (Whole-Time) pursuant to an order dated April 1, 2010 issued by the Ministry of Railways, on the following terms:

Particulars	Remuneration
Term	Pursuant to an order dated April 1, 2010 issued by the Ministry of Railways, Deepak Sabhlok was appointed as our Director (Projects) (Whole -Time) for a term of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation or until further orders in this respect, whichever event occurs earliest. Further, His tenure was extended by office order No. 723/2014 dated December 9, 2014 for a period of five years beyond April 15, 2015, or till the date of his superannuation or until further orders in this respect, whichever event occurs earliest.
Pay Scale	He is entitled to basic salary in the pay scale of ₹0.18 - ₹ 0.34 million as per DPE’s office Memorandum dated August 3, 2017 for pay revision of Board level and below Board level Executives and Non-Unionised Supervisors of CPSEs. During Fiscal 2017 he was entitled to basic salary in the pay scale of ₹0.07 - ₹ 0.10 million
Dearness Allowance	Dearness allowance would be paid in accordance with the new IDA scheme spelt out in the DPE’s office Memorandum dated August 03, 2017 as amended and in force from time to time.
House rent allowance	House rent allowance shall be payable by our Company as per the requirements of the DPE’s office Memorandum dated August 04, 2017 as amended and in force from time to time.
Annual increment	He will be eligible to draw his annual increment at three percent of basic pay on the anniversary date of his appointment in the scale and further increments to the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of pay scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two-year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of “Good” or above. He will be granted a maximum of three such stagnation increments.

Conveyance	He will be entitled to the facility of staff car for private use as indicated below:

Name of the city	Ceiling on non – duty journeys
Delhi, Mumbai, Kolkata, Chennai, Bengaluru, Hyderabad	1,000 km. per month
All the other cities	750 km. per month

Monthly rate of recovery for non – duty journeys would be as follows:

Non – air conditioned cars	Rupees per month
Below 16 horse power	325
Above 16 horse power	490

Air conditioned cars	Rupees per month
Below 16 horse power	520
Above 16 horse power	780

Performance related Payment	He shall be eligible for approved performance related payments as per the requirements of DPE's office Memorandum dated November 26, 2008, February 9, 2009, April 2, 2009 and August 03, 2017 as amended and in force from time to time.
Other benefits and perquisites / superannuation	The Board of Directors will decide on the allowances and perks subject to a maximum ceiling of 35% of his basic pay as indicated in DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time. He shall be eligible for superannuation benefit based on approved schemes as per DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether, advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government.
Conduct, discipline and appeal rules	The Conduct, Discipline and Appeal Rules framed by our Company would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India. The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet.

C. Hitesh Khanna

Hitesh Khanna was appointed as our Director (Works) Pursuant to an order dated February 15, 2011 issued by the Ministry of Railways, on the following terms:

Particulars	Remuneration

<table>
<tr><td>Term</td><td>Five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation or until further orders in this respect, whichever event occurs earliest.

Further, his tenure was extended for a period of two years from March 7, 2016 to March 6, 2018 as per Railway Board order No. 2008/E(O)II/40/25 dated March 21, 2016.

In terms of Ministry of Railway's letter no. 2008/E(O)II/40/25 dated March 12, 2018, he shall continue as director beyond his tenure until receipt of further orders.</td></tr>
<tr><td>Pay Scale</td><td>He is entitled to a basic salary in the pay scale of ₹ 0.18 million - ₹ 0.34 million as per DPE's office Memorandum dated 3rd August 2017 for pay revision of Board level and below Board level Executives and Non-Unionised Supervisors of CPSEs. During Fiscal 2017 he was entitled to basic salary in the pay scale of ₹ 0.07 - ₹ 0.10 million.</td></tr>
<tr><td>Dearness Allowance</td><td>Dearness allowance would be paid in accordance with the new IDA scheme spelt out in the DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.</td></tr>
<tr><td>House rent allowance</td><td>House rent allowance shall be payable by our Company as per the requirements of the DPE's office Memorandum dated August 04, 2017 as amended and in force from time to time.</td></tr>
<tr><td>Annual increment</td><td>He will be eligible to draw his annual increment at three percent of basic pay on the anniversary date of his appointment in the scale and further increments to the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of pay scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two-year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.</td></tr>
<tr><td>Conveyance</td><td>He will be entitled to the facility of staff car for private use as indicated below:

<table>
<tr><th>Name of the city</th><th>Ceiling on non – duty journeys</th></tr>
<tr><td>Delhi, Mumbai, Kolkata, Chennai, Bengaluru, Hyderabad</td><td>1,000 km. per month</td></tr>
<tr><td>All the other cities</td><td>750 km. per month</td></tr>
</table>

Monthly rate of recovery for non – duty journeys would be as follows:

<table>
<tr><th>Non – air conditioned cars</th><th>Rupees per month</th></tr>
<tr><td>Below 16 horse power</td><td>325</td></tr>
<tr><td>Above 16 horse power</td><td>490</td></tr>
</table>

<table>
<tr><th>Air conditioned cars</th><th>Rupees per month</th></tr>
<tr><td>Below 16 horse power</td><td>520</td></tr>
<tr><td>Above 16 horse power</td><td>780</td></tr>
</table>
</td></tr>
<tr><td>Performance related Payment</td><td>He shall be eligible for approved performance related payments as per the requirements of DPE's office Memorandum dated November 26, 2008, February 9, 2009, April 2, 2009 and August 03, 2017 as amended and in force from time to time.</td></tr>
<tr><td>Other benefits and perquisites / superannuation</td><td>The Board of Directors will decide on the allowances and perks subject to a maximum ceiling of 35% of his basic pay as indicated in DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.</td></tr>
</table>

	He shall be eligible for superannuation benefit based on approved schemes as per DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether, advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government.
Conduct, discipline and appeal rules	The Conduct, Discipline and Appeal Rules framed by our Company would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India. The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet.

D. Mukesh Kumar Singh

Mukesh Kumar Singh was appointed as our Director - Finance (Whole - Time) pursuant to an order dated April 26, 2016 issued by the Ministry of Railways, on the following terms:

Particulars	Remuneration
Term	Pursuant to an order dated April 26, 2016 issued by the Ministry of Railways, Mukesh Kumar Singh was appointed as our Director (Finance) for a term of five years with effect from the date of his assumption of charge of the post, or till the date of his superannuation or until further orders in this respect, whichever event occurs earliest.
Pay Scale	He is entitled to a basic salary in the pay scale of ₹ 0.18 - ₹ 0.34 million as per DPE's office Memorandum dated 3rd August 2017 for pay revision of Board level and below Board level Executives and Non-Unionised Supervisors of CPSEs. During Fiscal 2017 he was entitled to basic salary in the pay scale of ₹ 0.07 - ₹ 0.10 million.
Dearness Allowance	Dearness allowance would be paid in accordance with the new IDA scheme spelt out in the DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.
House rent allowance	House rent allowance shall be payable by our Company as per the requirements of the DPE's office Memorandum dated August 04, 2017 as amended and in force from time to time.
Annual increment	He will be eligible to draw his annual increment at three percent of basic pay on the anniversary date of his appointment in the scale and further increments to the same date in subsequent years until the maximum of pay scale is reached. After reaching the maximum of pay scale, one stagnation increment equal to the rate of last increment drawn will be granted after completion of every two-year period from the date he reaches the maximum of his pay scale provided he gets a performance rating of "Good" or above. He will be granted a maximum of three such stagnation increments.
Conveyance	He will be entitled to the facility of staff car for private use as indicated below: **Name of the city** — **Ceiling on non – duty journeys** Delhi, Mumbai, Kolkata, Chennai, — 1,000 km. per month

	Bengaluru, Hyderabad	
	All the other cities	750 km. per month

Monthly rate of recovery for non – duty journeys would be as follows:

Non – air conditioned cars	Rupees per month
Below 16 horse power	325
Above 16 horse power	490

Air conditioned cars	Rupees per month
Below 16 horse power	520
Above 16 horse power	780

Performance related Payment	He shall be eligible for approved performance related payments as per the requirements of DPE's office Memorandum dated November 26, 2008, February 9, 2009, April 2, 2009 and August 03, 2017 as amended and in force from time to time.
Other benefits and perquisites / superannuation	The Board of Directors will decide on the allowances and perks subject to a maximum ceiling of 35% of his basic pay as indicated in DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time. He shall be eligible for superannuation benefit based on approved schemes as per DPE's office Memorandum dated August 03, 2017 as amended and in force from time to time.
Leave	He will remain subject to the leave rules of our Company.
Restriction on joining private commercial undertakings after retirement / resignation	He shall not accept any appointment or post, whether, advisory or administrative, in any firm or company whether Indian or foreign, with which our Company has or had business relations, within one year from the date of his retirement/ resignation, without prior approval of the Government.
Conduct, discipline and appeal rules	The Conduct, Discipline and Appeal Rules framed by our Company would also mutatis mutandis apply to him with the modification that the Disciplinary Authority in his case would be the President of India. The Government also reserves the right not to accept his resignation, if the circumstances so warrant i.e. the disciplinary proceedings are pending or a decision has been taken by the competent authority to issue a charge sheet.

1. *Remuneration paid to our Whole – Time Directors*

The following table sets forth the remuneration paid to the Whole – Time Directors of our Company for Fiscal 2017:

(In ₹ million)

Name of the Director	Remuneration paid
Sunil Kumar Chaudhary	1.50
Deepak Sabhlok	4.27
Hitesh Khanna	4.17
Mukesh Kumar Singh	2.74
Mohan Tiwari**	4.61
Krishan Garg***	1.33

** *Mohan Tiwari has superannuated from the post of Managing Director of the Company with effect from September 30, 2016.*
*** *Krishan Garg has superannuated from the post of Whole – Time Director of the Company with effect from April 30, 2016.*

2. Remuneration paid to our Independent (Part –Time Non - Official) Directors

Pursuant to the resolution of our Board dated January 28, 2015, the sitting fees payable to our Independent (Part – Time Non - Official) Directors for attending each meeting of our Board and committees is ₹12,000. The details of sitting fees paid to our Independent (Part –Time Non - Official) Directors during Fiscal 2017 are as follows:

(In ₹ million)

Name of the Director	Sitting Fees paid
Sanjay Kumar Singh	0.22
Avineesh Matta	0.26
Vasudha Vasant Kamat	0.28
Chitta Balasatya Venkataramana*	-
Narinder Singh Raina**	-
Ved Pal***	-

* *Appointed as Independent (Part –Time Non - Official) Director with effect from September 28, 2017*
** *Appointed as Independent (Part –Time Non - Official) Director with effect from October 17, 2017*
*** *Appointed as Independent (Part –Time Non - Official) Director with effect from November 22, 2017*

3. Remuneration paid to our Government Nominee (Part - Time Official) Directors

Our Government Nominee (Part -Time Official) Directors draw their remuneration as per the central dearness allowance pay scales from the Government as government officials and are not entitled to any remuneration/ sitting fees from our Company.

Shareholding of our Directors

The AoA of our Company do not require the Directors to hold any qualification shares. As on the date of this Draft Red Herring Prospectus, none of our Directors hold Equity Shares in our Company.

Except as stated below, none of our Directors hold any equity shares in our Subsidiaries or Associate Companies as on date of this Draft Red Herring Prospectus.

Sr. No.	Name of Director	Name of Subsidiary / Associate	Number of equity shares held
1.	Deepak Sabhlok*	Ircon Infrastructure & Services Limited	100
		Indian Railway Stations Development Corporation Limited	100
		Ircon PB Tollway Limited	100
		Ircon Shivpuri Guna Tollway Limited	100
2.	Mukesh Kumar Singh*	Indian Railway Stations Development Corporation Limited	100
		Ircon Infrastructure & Services Limited	100

**Nominee shareholders holding shares on behalf of our Company.*

Bonus or Profit Sharing Plan for our Directors

Except for performance related payment as stated under the paragraph *"Terms of appointment and remuneration details of our Whole – time Directors"* on page 199 of this Draft Red Herring Prospectus, our Directors are not party to any bonus or profit sharing plan of our Company.

Details of service contracts of our Directors

Except for the superannuation benefits which are entitled by our Directors, our Company has not entered into any service contracts, pursuant to which, the Directors are entitled to benefits upon termination of employment.

Arrangement or understanding with major shareholders, customers, suppliers or others

Except as provided below, none of our Directors or Key Management Personnel have been appointed pursuant to any arrangement or understanding with major shareholders, customers, suppliers or others:

i) In terms of article 54(1)(a) of our Articles of Association, the Directors shall be appointed by the President in consultation with the Chairman of the Board of Directors and subject to section 188 of the Act shall be paid such salary and/or allowances as the President may, from time to time, determine and such reasonable additional remuneration as may be fixed by the President may be paid to any one or more of the Directors for extra or special services rendered by him or them or otherwise.

ii) In terms of article 54(1)(b) of our Articles of Association, President may, from time to time, subject to section 188 of the Act appoint one of the Directors to be the Chairman of the Board of Directors and determine the salary and allowances payable to the Chairman and the period for which he will hold office.

iii) In terms of article 54(1)(c) of our Articles of Association, the President may, from time to time, appoint one of the Directors as the Managing Director and determine the salary and allowances payable to the Managing Director and the period for which he will hold the office.

Interest of our Directors

Our Whole – Time Directors and Independent (Part –Time Non - Official) Directors may be deemed to be interested to the extent of remuneration or sitting fees paid to them and reimbursement of expenses, if any, payable to them. For details of remuneration paid to our Whole - Time Directors and Independent (Part –Time Non - Official) Directors please see the heading *"Remuneration paid to our Whole – time Directors"* and *"Remuneration paid to our Independent (Part –Time Non - Official) Directors"* above. Further, our Government Nominee (Part – Time Official) Directors are not entitled to remuneration or sitting fees from our Company.

Our Directors may also be regarded as interested in the Equity Shares, if any, that may be subscribed by and allotted to the companies, firms, and trusts, if any, in which they are interested as directors, members, promoters, and/ or trustees pursuant to this Offer. Such Directors may also be deemed to be interested to the extent of any dividend payable to them and other distributions in respect of the said Equity Shares.

Except as stated in this chapter and the chapter titled *"Financial Statements"* on page 230 of this Draft Red Herring Prospectus, no amount or benefit has been paid within the preceding two years or is intended to be paid or given to any of our Company's officers including our Directors and key management personnel. Further, except as stated below, none of our other Directors have availed loans / advances from our Company:

Name of Director	Nature of Advance and amount sanctioned	Amount outstanding as on February 28, 2018
Mukesh Kumar Singh	Multi-purpose advance of ₹0.20 million which is to be recovered in 50 installments @ Rs. 4,000/- p.m. at the interest of 7.5% p.a.	₹0.12 milion

None of the beneficiaries of loans, advances and sundry debtors are related to our Directors.

Except for the payment of the statutory entitlements for benefits upon superannuation, no officer of our Company, including our Directors and our key management personnel, are entitled to any benefits upon termination of employment.

Except as stated in the chapter *"Financial Statements"* on page 230 of this Draft Red Herring Prospectus, the Directors of our Company do not have any other interest in the business of our Company.

Neither any of our Directors have interest in the promotion or formation of our Company nor any of the Directors are interested in any property acquired by our Company within the two years preceding the date of the Draft Red Herring Prospectus or any property intended to be acquired by our Company.

Appointment of any relatives of our Directors to an office or place of profit

None of the relatives of our Directors are appointed to the office or place of profit with our Company.

Other Confirmations

None of our Director is or was a director of any listed companies during the five years immediately preceding the date of filing of this Draft Red Herring Prospectus and until date, whose shares have been or were suspended from being traded on any stock exchange during the term of their directorship in such companies, except Sanjay Kumar Singh, who is a director on the board of Ashika Credit Capital Limited whose equity shares have been suspended from trading due to procedural reasons by BSE *vide* notice dated March 29, 2017.

Further, none of our Directors currently is or was a director on any listed companies which have been or were delisted from any stock exchange during the term of their directorship in such companies.

None of our Directors have been identified as a wilful defaulter, as defined in the SEBI Regulations and there are no violations of securities laws committed by them in the past and no prosecution or other proceedings for any such alleged violation is pending against them.

Changes in our Board during the Last Three Years

Details of changes in our Board during the three years immediately preceding the date of this Draft Red Herring Prospectus are as follows:

Name of Director	Date of Appointment	Date of Cessation	Reason
Ashok Kumar Ganju	March 8, 2018	-	Appointment as Independent (Part -Time Non - Official)
Sukhmal Chand Jain	-	November 17, 2017	Cessation as the Government Nominee (Part - Time Official) Director
Ved Pal	November 22, 2017	-	Appointment as the Government Nominee (Part - Time Official) Director
Narinder Singh Raina	October 17, 2017	-	Appointed as Independent (Part-Time Non-Official) Director
Chitta Balasatya Venkataramana	September 28, 2017	-	Appointment as Independent (Part-Time Non-Official) Director
Sukhmal Chand Jain	January 3, 2017	-	Appointment as Government Nominee (Part - Time Official) Director
Anjum Pervez	-	December 10, 2016	Cessation as Government Nominee (Part -Time Official) Director due to relinquishment of charge from post of ED (Project Monitoring), Railway Board
Rajiv Chaudhry	November 17, 2016	-	Appointment as Government Nominee (Part - Time Official) Director
Sunil Kumar Chaudhary	October 29, 2016	-	Appointment as the Chairman and Managing Director
Mohan Tiwari	-	September 30 , 2016	Superannuated from the post of Chairman and Managing Director
Hari Kala		June 30, 2016	Cessation as the Government Nominee (Part - Time Official) Director
Krishan Garg	-	April 30, 2016	Superannuated from the post of Whole – Time Director

Name of Director	Date of Appointment	Date of Cessation	Reason
Mukesh Kumar Singh	May 1, 2016	-	Appointment as Director - Finance (Whole-time) and Chief Finance Officer
Vasudha Vasant Kamat	April 22, 2016	-	Appointment as Independent (Part-Time Non-Official) Director
Avineesh Matta	April 8, 2016	-	Appointment as Independent (Part-Time Non-Official) Director
Sanjay Kumar Singh	April 5, 2016	-	Appointment as Independent (Part-Time Non-Official) Director
Hari Kala	June 2, 2015	-	Appointment as Government Nominee (Part - Time Official) Director
Ajay K. Rawal	-	March 31, 2015	Cessation as Government Nominee (Part -Time Official) Director due to superannuation from MoR

Borrowing Powers of our Board

Pursuant to the AoA of our Company and a resolution passed by our shareholders of our Company at the AGM held on September 25, 2014 and in accordance with Section 180 (1) (c) of the Companies Act, 2013 and the rules made thereunder, our Board is permitted to borrow moneys, for carrying on the business of the Company, within the aggregate of the paid up share capital and free reserves of the Company, prevailing at the end of the respective previous financial year.

Corporate Governance

In addition to the DPE Guidelines on Corporate Governance and the applicable provisions of the Companies Act, 2013, the provisions of SEBI Listing Regulations will also be applicable to us immediately upon the listing of our Equity Shares on the Stock Exchanges.

Pursuant to an MCA notification dated June 5, 2015, the Central Government has exempted/ modified the applicability of certain provisions of the Companies Act, 2013 in respect of Government Companies. In accordance with this notification, the DPE Guidelines on Corporate Governance for Central Public Sector Enterprises and our Articles, matters pertaining to, among others, appointment, remuneration and performance evaluation of our Directors are determined by the President of India. Further, our Statutory Auditor is appointed by the Comptroller and Auditor General of India. Accordingly, in so far as the aforestated matters are concerned, the terms of reference of our Nomination and Remuneration Committee and Audit Committee only allow these committees to take on record the actions of the President of India or the Comptroller and Auditor General of India, as the case may be. In this regard, our Company has filed an exemption letter dated March 19, 2018 with SEBI under Regulation 113(1) and of SEBI ICDR Regulations and Regulation 102 of SEBI LODR Regulations.

Our corporate governance framework is based on an effective independent Board, separation of the Board's supervisory role from the executive management team and constitution of the Board Committees, as required under law. Our Board functions either directly, or through various committees constituted to oversee specific operational areas. Our Board has been constituted in compliance with the provisions of the DPE Guidelines on Corporate Governance, Companies Act, 2013 and the SEBI Listing Regulations and our Company undertakes to take all necessary steps to continue to comply with all the requirements of applicable law and regulations**.** During the Fiscal 2017 and up to September 20, 2017, in the absence of requisite number of Independent (Part –Time Non - Official) Directors on our Board the composition of our Audit Committee, Nomination and Remuneration Committee and Corporate Social Responsibility Committee were not in compliance with the relevant provisions of the Companies Act and Guidelines on corporate governance for CPSE, 2010 issued by DPE. In order to comply with corporate governance norms prescribed under the Companies Act and CPSE, 2010 issued by DPE, MoR has appointed Chitta Balasatya Venkataramana and Narinder Singh Raina on the Board of our Company with effect from September 28, 2017 and October 17, 2017 respectively, as Independent (Part –Time Non - Official) Directors.

Committees of our Board

In terms of the provisions of the Companies Act, 2013, SEBI Listing Regulations and in compliance with corporate governance requirements under DPE Guidelines, our Company has constituted the following committees:

1. Audit Committee;
2. Stakeholders' Relationship Committee
3. Nomination and Remuneration Committee; and
4. Corporate Social Responsibility and Sustainability Committee.

In addition to the above, for the purpose of this Offer, our Company has also constituted an IPO Committee.

The details of each of these committees are provided below:

1. Audit Committee

Our Audit Committee was constituted on April 28, 2000. The present Audit Committee was reconstituted on March 21, 2018 and the members of the said Committee are as follows:

Name of Member	Nature of Directorship	Position in the Committee
Avineesh Matta	Independent (Part-Time Non-Official) Director	Chairman
Ved Pal	Government Nominee (Part-Time Official) Director	Member
Vasudha Vasant Kamat	Independent (Part-Time Non-Official) Director	Member
Sanjay Kumar Singh	Independent (Part-Time Non-Official) Director	Member
Chitta Balasatya Venkataramana	Independent (Part-Time Non-Official) Director	Member

Our Company Secretary, Ritu Arora is the Secretary of the Audit Committee.

The terms of reference of the Audit Committee include the following:

A. Role of Audit Committee

The role of the Audit Committee shall include the following:

1. The recommendation for remuneration of auditors of the company;
2. Review and monitor the auditor's independence and performance, and effectiveness of audit process;
3. Approval or any subsequent modification of transactions of the company with related parties and to review the statement of related party transactions submitted by management;

   Explanation: *The term "related party" shall have the same meaning as provided under section 2(76) of the Companies Act, 2013, and the term 'related party transactions' shall have the same meaning as contained in the Accounting Standard 18, issued by the Institute of Chartered Accountants of India and not contradictory with the Companies Act, 2013;*

4. Scrutiny of inter-corporate loans and investments;
5. Valuation of undertakings or assets of the company, wherever it is necessary;
6. Evaluation of internal financial controls and risk management systems;
7. Monitoring the end use of funds raised through public offers and related matters;
8. The Audit Committee may call for the comments of the auditors about internal control systems, the scope of audit, including the observations of the auditors and review of financial statement before their submission to the Board and may also discuss any related issues with the internal and statutory auditors and the management of the company;
9. The Audit Committee shall have authority to investigate into any matter in relation to the items specified under section 177(4) of the Companies Act, 2013 (i.e. sl. no. 1 to 7 and 12 of this terms of reference), or

referred to it by the Board and for this purpose shall have power to obtain professional advice from external sources and have full access to information contained in the records of the company;

10. Oversight of the Company's financial reporting process and the disclosure of its financial information to ensure that the financial statement is correct, sufficient and credible;
11. Approval of payment to statutory auditors for any other services (duly approved by the BoD or Audit Committee) rendered by them except the following services (whether rendered directly or indirectly to the company or its holding company or subsidiary company), as mentioned under section 144 of the Companies Act, 2013:
    i. accounting and book keeping services;
    ii. internal audit;
    iii. design and implementation of any financial information system;
    iv. actuarial services;
    v. investment advisory services;
    vi. investment banking services;
    vii. rendering of outsourced financial services;
    viii. management services; and
    ix. any other services (as and when prescribed by the Ministry of Corporate Affairs)

12. Reviewing, with the management, the annual financial statements and Auditors report thereon before submission to the Board for approval, with particular reference to:
    i. Matters required to be included in the Director's Responsibility Statement to be included in the Board report in terms of clause (c) of section 134(3) of the Companies Act, 2013;
    ii. Changes, if any, in accounting policies and practices and reasons for the same;
    iii. Major accounting entries involving estimates based on the exercise of judgment by management;
    iv. Significant adjustments made in the financial statements arising out of audit findings;
    v. Compliance with legal requirements relating to financial statements;
    vi. Disclosure of any related party transactions; and
    vii. Qualifications in the draft audit report.

13. Reviewing, with the management, the quarterly financial statements and Auditors report thereon before submission to the Board for approval;
14. Reviewing, with the management, performance of internal auditors and adequacy of the internal control systems;
15. Reviewing the adequacy of internal audit function, if any, including the structure of the internal audit department, staffing and seniority of the official heading the department, reporting structure, coverage, and frequency of internal audit;
16. Reviewing the findings of any internal investigations by the Auditors/ agencies into matters where there is suspected fraud or irregularity or a failure of internal control system(s) of a material nature and reporting the matter to the Board;
17. Discussion with statutory auditors before the audit commences, about the nature and scope of audit as well as post-audit discussion to ascertain any area of concern;
18. To look into the reasons for substantial defaults in the payment to the depositors, debenture holders, shareholders (in case of non-payment of declared dividends) and creditors;
19. Review with the Auditors the co-ordination of audit efforts to assure completeness of coverage, reduction of redundant efforts, and the effective use of all audit resources;
20. Consider and review the following with the Auditors and the management:
    i. The adequacy of internal controls including computerized information system controls and security, and
    ii. Related findings and recommendations of the Auditors, together with the management responses

21. Consider and review the following with the Management and the Auditors:
    i. Significant findings during the year, including the status of previous audit recommendations and follow up thereon.

ii. Any difficulties encountered during audit work including any restrictions on the scope of activities or access to required information

22. To review the functioning of the Whistle Blower Mechanism;
23. To review the follow up action on the audit observations of the C&AG audit;
24. To review the follow up action taken on the recommendations of Committee on Public Undertakings (COPU) of the Parliament;
25. The Audit Committee of the holding company shall also review the financial statements of its subsidiary company;
26. The Audit Committee shall review the following information:
    i. Management discussion and analysis of financial condition and results of operations
    ii. Management letters / letters of internal control weaknesses issued by the statutory auditors;
    iii. Internal audit reports relating to internal control weaknesses;
    iv. The appointment, removal and terms of appointment of the Chief Internal Auditor shall be placed before the Audit Committee for review; and
    v. Certification/declaration of financial statements by the Chief Executive/ Chief Finance Officer.

27. Powers of Audit Committee:
    i. To investigate any activity within its terms of reference.
    ii. To seek information on and from any employee.
    iii. To obtain outside legal or other professional advice, subject to the approval of the Board of Directors
    iv. To secure attendance of outsiders with relevant expertise, if it considers necessary.
    v. To protect whistle blowers
    vi. To mitigate conflicts of interest by strengthening auditor independence
    vii. To ensure the effectiveness of internal controls and risk management.

28. Review of cases of claims on and by Ircon vis-à-vis its Sub-Contractors;
29. Review of settlement of outstanding receivables from closed projects;
30. Review of claims by / receivables from clients;
31. Review of Internal audit reports;
32. Review / consider a progress report under Risk Management Framework of the Company and issues therein;
33. Any other item as may be decided by the Board / Audit Committee;
34. Carrying out any other function as may be mentioned in the terms of reference of the Audit Committee under the Companies Act, 2013, DPE Corporate Governance Guidelines, 2010 and SEBI LODR Regulations.

2. *Stakeholders' Relationship Committee*

Our Stakeholder' Relationship Committee was constituted on March 21, 2018. The members of the said Committee are as follows:

Name of Member	**Nature of Directorship**	**Position in the Committee**
Chitta Balasatya Venkataramana	Independent (Part-Time Non-Official) Director	Chairman
Ved Pal	Government Nominee (Part-Time Official) Director	Member
Mukesh Kumar Singh	Director - Finance (Whole-time) and Chief Finance Officer	Member

Our Company Secretary, Ritu Arora is the Secretary of the Stakeholders' Relationship Committee.

The terms of reference of the Stakeholders' Relationship Committee include the following:

The Stakeholders' Relationship Committee shall be responsible for, amongst other things, as may be required by stock exchanges from time to time, the following:

(i) To look into the mechanism of redressal of grievances of shareholders, debenture holders and other security holders;

(ii) To consider and resolve grievances of the security holders of the company, including complaints in respect of transfer of shares, non-receipt of annual report and non-receipt of declared dividends, etc;

(iii) To carry out any other function contained in the Companies Act, 2013, SEBI (LODR) Regulations, 2015, as and when amended from time to time.

3. Nomination and Remuneration Committee

Our Nomination and Remuneration Committee was constituted on April 20, 2009 as '*Remuneration Committee'* and was renamed as the *'Nomination and Remuneration Committee'* on July 28, 2015. The present Nomination and Remuneration Committee was reconstituted on March 21, 2018 and the members of the said Committee are as follows:

Name of Member	Nature of Directorship	Position in the Committee
Sanjay Kumar Singh	Independent (Part-Time Non-Official) Director	Chairman
Ved Pal	Government Nominee (Part-Time Official) Director	Member
Vasudha Vasant Kamat	Independent (Part-Time Non-Official) Director	Member
Chitta Balasatya Venkataramana	Independent (Part-Time Non-Official) Director	Member
Ashok Kumar Ganju	Independent (Part-Time Non-Official) Director	Member

Our Company Secretary, Ritu Arora is the Secretary of the Nomination and Remuneration Committee.

The terms of reference of the Nomination and Remuneration Committee include the following:

1. To continue with the existing scope of deciding the annual bonus/variable pay pool and policy for its distribution across executives and non-unionized supervisors within the limits prescribed in the DPE OM dated November 26, 2008.

2. To review the policies for selection and removal of persons in senior Management (one level below the Director) and other employees as per DPE and other Government Guidelines, and recommend the same for approval to the Board.

3. Any other work as may be included by Companies Act, 2013 or DPE Guidelines from time to time.

4. Corporate Social Responsibility and Sustainability Committee

Our Corporate Social Responsibility and Sustainability Committee was constituted as *'Sustainable Development Committee'* on November 7, 2011 and was renamed as (i) *'Corporate Social Responsibility and Sustainable Development Committee'* on April 27, 2013 (ii) *'Committee for Corporate Social Responsibility'* on July 31, 2014 (iii)*'Corporate Social Responsibility and Sustainability Committee'* on November 28, 2014. The present Corporate Social Responsibility and Sustainability Committee' was reconstituted on March 21, 2018 consisting of the following members:

Name of Member	Nature of Directorship	Position in the Committee
Vasudha Vasant Kamat	Independent (Part-Time Non-Official) Director	Chairman
Rajiv Chaudhry	Government Nominee (Part-Time Official) Director	Member
Avineesh Matta	Independent (Part-Time Non-Official) Director	Member
Narinder Singh Raina	Independent (Part-Time Non-Official) Director	Member
Deepak Sabhlok	Director - Projects (Whole-time)	Member

Our Company Secretary, Ritu Arora is the Secretary of the Corporate Social Responsibility and Sustainability Committee.

The terms of the Corporate Social Responsibility and Sustainability Committee, *inter – alia,* include –

1. To oversee the implementation of the Corporate Social Responsibility and Sustainability Policy of the Company and to assist the Board to formulate suitable policies and strategies to take the Corporate Social Responsibility and Sustainability agenda of the Company forward in the desired direction.

2. To appoint a Nodal officer, not less than a General Manager level official, and his team of officials, as thought appropriate in terms of the Guidelines,

3. To recommend the Corporate Social Responsibility activities, under the Board approved Corporate Social Responsibility and Sustainability Policy of the Company and as per Schedule VII of the Companies Act, 2013 and DPE Guidelines, and put up to the Board for approval / ratification; and

4. To evolve modalities to not only promptly identify Corporate Social Responsibility activities but also to get the necessary clearances at appropriate level and the Board whenever required; for carrying on the identified activities, and to attain the objectives well in time in a streamlined manner.

5. IPO Committee

In addition to the above, our Company has also constituted an IPO Committee pursuant to the resolution of our Board dated November 29, 2017. The members of the said Committee are as follows:

Name of Member	Nature of Directorship	Position in the Committee
Deepak Sabhlok	Director - Projects (Whole -Time)	Chairman
Hitesh Khanna	Director - Works (Whole -Time)	Member
Mukesh Kumar Singh	Director - Finance (Whole-time) and Chief Finance Officer	Member

The terms of the IPO Committee, *inter – alia*, include:

1. amendments to the memorandum of association and the articles of association of the Company;

2. all necessary actions for dematerialization of the Equity Shares of the Company, including seeking the admission of the Equity Shares into the Central Depository Services (India) Limited (“**CDSL**”) and the National Securities Depository Limited (“**NSDL**”);

3. Finalizing and arranging for the submission of the Draft Red Herring Prospectus (DRHP), the Red Herring Prospectus (RHP), the Prospectus and the preliminary and final international wrap and any amendments, supplements, notices or corrigenda thereto, to appropriate government and regulatory authorities, institutions or bodies;

4. To amend code of conduct of the Company as may be considered necessary by the Board or the IPO Committee or as required under Applicable Laws for the Board, officers of the Company and other employees of the Company;

5. Issuing advertisements as it may deem fit and proper in accordance with Applicable Laws;

6. To amend various policies of the Company, including on insider trading, whistle blower/vigil mechanism, risk management and other corporate governance requirement that may be considered necessary by the Board or the IPO Committee or as may be required under Applicable Laws in connection with the IPO;

7. Deciding on the size and all other various terms and conditions of the IPO and/or the number of Equity Shares to be offered and transferred in the IPO, Reservation, Green Shoe Option and any rounding off in the event of any

oversubscription as permitted under Applicable Laws;

8. Taking all actions as may be necessary or authorized in connection with the IPO;

9. Opening bank accounts, share/securities accounts, escrow or custodian accounts, in India or abroad, in Rupees or in any other currency, in accordance with Applicable Laws for the purpose of the IPO;

10. Handling all matters relating to appointment of intermediaries, advisors and all other agencies etc. in relation to the IPO.

11. Seeking the listing of the Equity Shares on the Stock Exchanges, submitting listing applications to the Stock Exchanges and taking all such actions as may be necessary in connection with obtaining such listing, including, without limitation, entering into the listing agreements with the Stock Exchanges;

12. Seeking, if required, the consent of the Company's lenders and lenders of its subsidiaries, parties with whom the Company has entered into various commercial and other agreements, all concerned government and regulatory authorities in India or outside India, and any other consents that may be required in connection with the IPO;

13. Submitting undertaking/certificates or providing clarifications to the SEBI and the Stock Exchanges;

14. Determining the price at which the Equity Shares are to be offered and transferred to investors in the IPO in accordance with Applicable Laws, in consultation with the Selling Shareholder and the book running lead managers and/or any other advisors, and determining the discount, if any, proposed to be offered to eligible categories of investors;

15. Determining the price band and minimum lot size for the purpose of bidding, any revision to the price band and the final IPO price after bid closure;

16. Determining the bid opening and closing dates;

17. Finalizing the basis of allocation and transfer of Equity Shares to retail investors/non-institutional investors/qualified institutional buyers and any other investor in consultation with the book running lead managers, the Stock Exchanges and/or any other entity;

18. Approving/taking on record the transfer of the Equity Shares consequent upon the IPO;

19. Opening with the bankers to the IPO, escrow collection banks and other entities such accounts as are required under Applicable Laws;

20. To issue receipts/allotment letters/confirmations of allotment notes and to provide for the tradability and free transferability thereof, with power to authorise one or more officers of the Company to sign all or any of the aforesaid documents;

21. Severally authorizing each of the Authorized Officers, for and on behalf of the Company, to execute and deliver, on a several basis, any agreements and arrangements as well as amendments or supplements thereto that the Authorized Officer considers necessary, desirable or expedient, in connection with the IPO, including, without limitation, engagement letters, memoranda of understanding, the listing agreements with the stock exchanges, the registrar's agreement, the depositories' agreements, the offer agreement with the book running lead managers (and other entities as appropriate), the underwriting agreement, the syndicate agreement, the cash escrow agreement, the share escrow agreement, confirmation of allocation notes, the advertisement agency agreement and any undertakings and declarations, and to make payments to or remunerate by way of fees, commission, brokerage or the like or reimburse expenses incurred in connection with the IPO, the book running lead managers, lead managers, syndicate members, placement agents, bankers to the IPO, registrar to the IPO, bankers of the Company, managers, underwriters, guarantors, escrow agents, accountants, auditors, legal counsel, depositories, trustees, custodians, credit rating agencies, monitoring agencies, advertising agencies, and all such persons or agencies as

may be involved in or concerned with the IPO including any successors or replacements thereof; and any such agreements or documents so executed and delivered and acts, deeds, matters and things done by any such Authorized Officer shall be conclusive evidence of the authority of the Authorized Officer and the Company in so doing;

22. Severally authorizing the Authorized Officers to take any and all action in connection with making applications, seeking clarifications and obtaining approvals (or entering into any arrangement or agreement in respect thereof) in connection with the IPO, including, without limitation, applications to, and clarifications, the GoI, the RBI, the SEBI, the RoC, and the Stock Exchanges and that any such action already taken or to be taken is hereby ratified, confirmed and/or approved as the act and deed of the Authorized Officer and the Company, as the case may be;

23. Severally authorizing the Authorized Officers, for and on behalf of the Company, to execute and deliver any and all documents, papers or instruments and to do or cause to be done any and all acts, deeds, matters or things as any such Authorized Officer may deem necessary, desirable or expedient in order to carry out the purposes and intent of the foregoing resolutions or the IPO; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer shall be conclusive evidence of the authority of such Authorized Officer and the Company in so doing and any such document so executed and delivered or acts, deeds, matters and things done or caused to be done by any such Authorized Officer prior to the date hereof are hereby ratified, confirmed and approved as the act and deed of the Authorized Officer and the Company, as the case may be; and

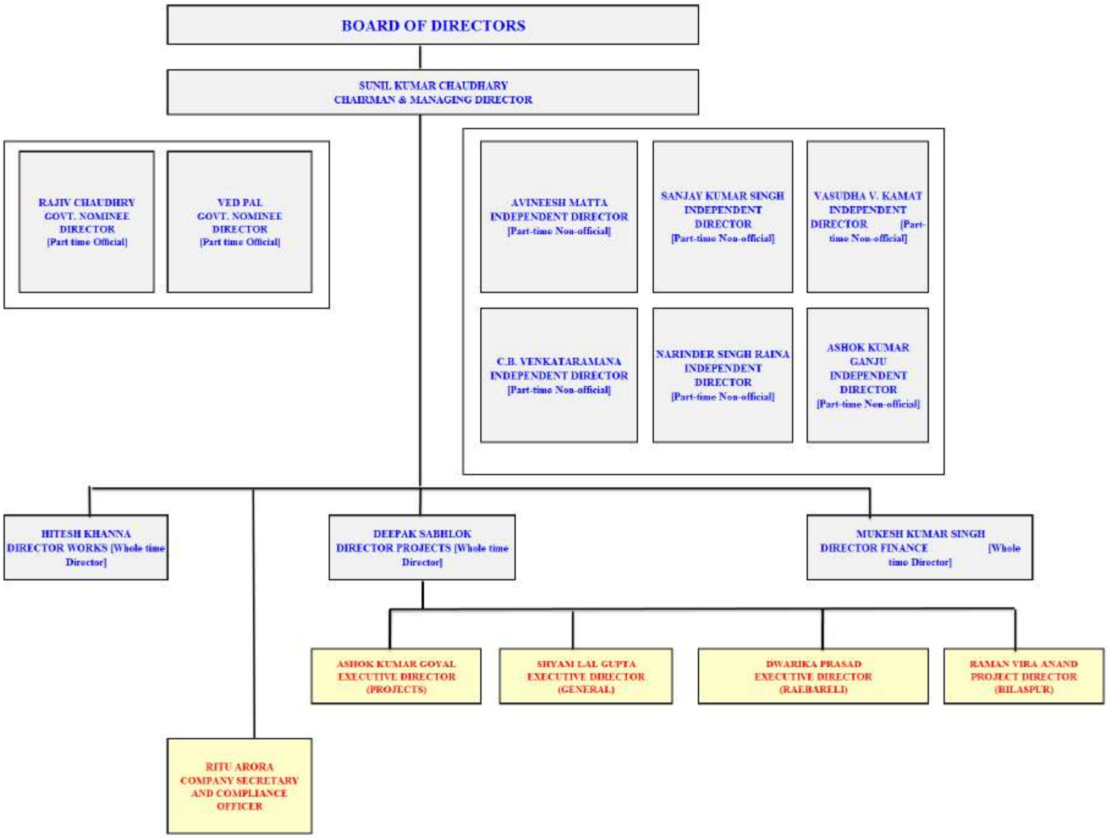
24. Doing or causing to be done any and all acts deeds, matters or things as the IPO Committee may deem necessary in order to carry out the purposes and intent of the foregoing resolutions or the IPO; and any documents so executed and delivered or acts, deeds, matters and things done or caused to be done by the IPO Committee shall be conclusive evidence of the authority of the IPO Committee in so doing."

Policies

In accordance with the applicable provisions of the SEBI Listing Regulations and other applicable law, we have formulated policies, including the following copies of which are available on our website:

- Policy for Preservation of Documents;
- Policy for Determining 'Material' Subsidiary;
- Policy on Materiality of Related Party Transactions and on Dealing with Related Party Transactions;
- Policy for Determination of Materiality for Disclosure of Events or Information;
- Code of Conduct for Members of Board of Directors and Senior Management;
- Archival Policy; and
- Whistle Blower Policy.

Management Organization Structure



Our Key Management Personnel

In addition to the Chairman and Managing Director and the Whole – time Directors of our Company, whose details have been provided under the paragraph *"Brief Profiles of our Directors"* above, the details of other Key Management Personnel of our Company are as follows:

Dwarika Prasad, aged 59 years, is the Executive Director (Raebareli) of our Company. He holds a bachelor's degree of science in mechanical engineering from Kurukshetra University and a master's degree in business administration from Sikkim Manipal University. He was deputed in our Company by Indian Railway Service of Mechanical Engineering with effect from December 10, 2012 and was thereafter permanently absorbed in our Company with effect from December 21, 2017. He is responsible for looking after our projects in Raebareli. Prior to joining our Company, he was associated with Central Organisation for Modernisation of Workshops and has experience in operating and maintenance of locomotives and coaches with the Indian railway. The total remuneration paid to him in Fiscal 2017 was ₹3.50 million.

Raman Vira Anand, aged 59 years, is the Project Director (Bilaspur) of our Company. He holds a bachelor's degree of engineering from University of Jabalpur. He has vast experience in handling and executing various domestic and overseas railway projects and is currently in charge of our projects in Chhattisgarh. He has been associated with our Company since May 19, 1981 and has assumed the charge of his current position on January 9, 2015. The total remuneration paid to him in Fiscal 2017 was ₹2.81 million.

Ashok Kumar Goyal, aged 55 years, is the Executive Director (Projects) of our Company. He holds a bachelor's degree in Engineering (Civil) from Punjab Engineering College, Panjab University, Chandigarh. Prior to joining our

Company, he was working with Indian Railway Service of Engineers, National Hydroelectric Power Corporation Limited and is experienced in the construction sector particularly with respect to infrastructure projects of highways, buildings and various railway projects. He was deputed in our Company by Indian Railways Service of Engineers as general manager with effect from April 21, 2008 and thereafter was permanently absorbed in our Company with effect from July 4, 2012. The total remuneration paid to him in Fiscal 2017 was ₹3.50 million.

Shyam Lal Gupta, aged 55 years is the Executive Director (General) of our Company. He holds a bachelor's degree in civil engineering from University of Roorkee and has completed his executive master of science in project management from School of Professional and Executive Education (SPEED), Asia e University. Prior to joining our Company, he was working with North Central Railway and he is experienced in infrastructure sector. He was deputed in our Company by Indian Railways Service of Engineers as a general manager with effect from November 10, 2006 and thereafter was permanently absorbed in our Company with effect from August 17, 2011. The total remuneration paid to him in Fiscal 2017 was ₹2.92 million. He is currently in charge of railway projects in Odisha, Chhattisgarh and Sri Lanka.

Ritu Arora, aged 41 years, is the Company Secretary and Compliance Officer of our Company. She holds a bachelor's degree in law from Ch. Charan Singh University, Meerut. She also holds a post graduate diploma in business administration from Symbiosis Centre for distance learning, Pune. She is a qualified Company Secretary and a fellow member of the Institute of Company Secretary of India. She has over 18 years of experience in handling secretarial matters. Prior to joining our Company, she has worked with State Trading Corporation of India Limited, NTPC BHEL Power Projects Private Limited, Innovative B2B Logistics Solutions Limited and Havells India Limited. She was appointed as our Company Secretary and Compliance Officer with effect from on January 4, 2018 and hence was not eligible for remuneration in Fiscal 2017.

All the Key Management Personnel are permanent employees of our Company.

Relationship of Key Management Personnel with our Directors and / or other Key Management Personnel

None of our other Key Management Personnel are related to each other or to any of the Directors of our Company.

Shareholding of the Key Management Personnel

As on the date of this Draft Red Herring Prospectus, none of our Key Management Personnel's hold equity Shares in our Company. Further, except as stated below, none of our other Key Management Personnel holds any equity shares of our Subsidiaries and Group Companies as nominees or in their individual capacities.

Company in which shares are held	Name of Key Management Personnel	No. of shares held
Ircon-DHHL	Ashok Kumar Goyal	200
	Shyam Lal Gupta	100
Ircon-PBTL	Ashok Kumar Goyal	100
	Shyam Lal Gupta	100
Ircon-ISL	Ashok Kumar Goyal	100
	Shyam Lal Gupta	100

Service Contracts with Key Management Personnel

Our Company has not entered into any service contracts, pursuant to which the Key Management Personnel are entitled to benefits upon termination of employment.

Bonus or Profit Sharing Plan for our Key Management Personnel

Except for performance related payment, there is no bonus or profit sharing plan for any of our key management personnel or senior management personnel as on the date of this Draft Red Herring Prospectus.

Interest of Key Management Personnel

None of our other key management personnel have any interest in our Company other than to the extent of their remuneration or benefits to which they are entitled to as per their terms of appointment, reimbursement of expenses incurred by them during the ordinary course of business.

None of our key management personnel have been paid any consideration of any nature, other than their remuneration and reimbursement of expenses.

Loans to Key Management Personnel

Our Company has not granted any loans to the Key Management Personnel as on the date of this Draft Red Herring Prospectus.

Contingent and deferred compensation payable to Key Management Personnel

There is no contingent or deferred compensation payable to our Key Management Personnel, which does not form part of their remuneration.

Changes in Key Management Personnel in the Last Three Years

Except as stated below and under the paragraph *"Changes in our Board during the Last Three Years"* above, there are no changes in the Key Management Personnel of our Company in the last three years:

Name of Key Management Personnel	Date of Change	Reason
Ritu Arora*	January 4, 2018	Appointment as Company Secretary and Compliance Officer
Iti Matta	January 4, 2018	Resignation as Company Secretary and Compliance Officer
Iti Matta	November 1, 2017	Appointment as Company Secretary and Compliance Officer
Sumita Sharma	October 27, 2017	Resignation as Company Secretary and Compliance Officer
Laxmi Narayan	April 24, 2017	Repatriated to Railway Board, Ministry of Railways from the post of Project Director (Malaysia), held in our Company
Anil Jain	October 31, 2016	Superannuation from the post of Executive Director – Works
Sanjay Rastogi	September 23, 2016	Repatriated to Railway Board, Ministry of Railways from the post of Executive Director (General), held in our Company

**Our Company is yet to file Form DIR-12 in relation to the appointment of Ritu Arora as a Company Secretary and Compliance Officer.*

Employees' Stock Option Plan

As on the date of this Draft Red Herring Prospectus, our Company has not formulated any employees' stock option scheme.

Payment or Benefit to officers of our Company

Except the superannuation benefits such as provident fund, gratuity and performance related pay, there are no other benefits or non – salary amount which has been paid or is intended to be paid to any of our key management personnel, in two years preceding the date of this Draft Red Herring Prospectus.

OUR PROMOTER AND PROMOTER GROUP

Our Promoter is the President of India acting through the Ministry of Railways. Our Promoter, along with its nominees, currently holds 99.71% of the pre-Offer paid-up equity share capital of our Company. After this Offer, our Promoter shall hold 89.18% of the post Offer paid-up equity share capital of our Company. As our Promoter is the President of India, acting through the Ministry of Railways, disclosures on the Promoter Group (defined in regulation 2(zb) of the SEBI ICDR Regulations) as specified in Schedule VIII of the SEBI ICDR Regulations have not been provided.

OUR GROUP COMPANIES

In terms of the SEBI ICDR Regulations, for the purpose of identification of "group companies", our Company has considered:

i. companies covered under the applicable accounting standards (i.e., Accounting Standard 18 issued by the ICAI) as per the Restated Financial Statements and;

ii. other companies that are considered material by our Board.

Pursuant to a resolution of our Board of Directors dated March 08, 2018, for the purpose of disclosure in this Draft Red Herring Prospectus, a company shall be considered material if, subsequent to March 31, 2017, it would require disclosure in the standalone and consolidated financial statements of our Company as entities covered under Accounting Standard 18 / Ind AS 24.

Further, any company which subsequent to March 31, 2017, has ceased to be a related party of our Company in terms of Accounting Standard 18 solely on account of our Company having no significant influence/ control over such company in terms of Accounting Standard 18, has not been considered as a "Group Company" for disclosure in this Draft Red Herring Prospectus. Accordingly, Companhia Dos Caminhos De Ferro Da Beira SARL, Mozambique has not been included as a group company.

Accordingly, based on the above, except for the Joint Ventures disclosed herein below, we do not have any other Group Company. Further, for avoidance of doubt, it is hereby clarified that our Subsidiaries and unincorporated joint ventures have not been considered as Group Companies for the purpose of disclosure in this Draft Red Herring Prospectus.

As on the date of this Draft Red Herring Prospectus, our Company has 7 (seven) Group Companies (i.e. incorporated Joint Ventures).

A. Details of our Group Companies based on turnover are as follows:

1. Ircon – Soma Tollway Private Limited ("ISTPL")

Corporate Information

ISTPL was incorporated on April 19, 2005, with the RoC, NCT of Delhi and Haryana, in terms of the memorandum of understanding dated March 17, 2004 between our Company and Soma Enterprise Limited for executing a BOT project to extend the Pimpalgaon – Dhule section of NH – 3 in Maharashtra into four lane from 380 km to 265 km for NHAI. The registered office of ISTPL is situated at C – 4, District Centre, Saket, New Delhi – 110017, India and the CIN is U74999DL2005PTC135055.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in ISTPL.

Capital Structure

The authorized share capital of ISTPL is ₹ 1,300 million divided into 130,000,000 equity shares of ₹10 each. The issued, subscribed and paid- up share capital of ISTPL is ₹ 1,277.40 million divided into 127,740,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of ISTPL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
Ircon International Limited*	50%
Soma Enterprise Limited	15%
Soma Tollways Private Limited	35%

**Our Company, pursuant to a non – disposal, pledge and termination payment undertaking dated September 8, 2011, has pledged 6,38,70,000 equity shares i.e. 30% of its holding in ISTPL in favour of Punjab National Bank pursuant to the term loan availed by ISTPL. ISTPL has fully repaid the term loan on December 31, 2017 and the process for releasing the pledge is under progress.*

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	1,277.40	1,277.40	1,277.40
Reserves and Surplus	(822.97)	(939.92)	(1,174.82)
Sales from Operations	1,533.44	1,572.26	1,553.37
Other Income	45.45	505.72	109.20
Profit/(Loss) after tax	116.95	110.60	(156.67)
Earnings per share – Basic (₹)	0.92	0.87	(1.23)
Earnings per share – Diluted (₹)	0.92	0.87	(1.23)
Net Asset Value per equity share (₹)	3.56	2.64	0.80

2. Indian Railway Stations Development Corporation Limited ("IRSDC")

Corporate Information

IRSDC was incorporated on April 12, 2012 with the RoC, NCT of Delhi and Haryana in accordance with the memorandum of understanding dated February 01, 2012 executed between our Company and Rail Land Development Authority with the object to develop/re-develop the existing/new railway stations by upgrading the level of passenger amenities through new constructions/renovations and redevelopment. A certificate for commencement of business was issued to IRSDC on May 9, 2012. The CIN of IRSDC is U45204DL2012GOI234292 and the registered office is situated at 4th floor, Palika Bhawan, Sector – XIII, R.K. Puram, New Delhi – 110066.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in IRSDC.

Capital Structure

The authorized share capital of IRSDC is ₹1,000 million divided into 100,000,000 equity shares of ₹10 each. The issued, subscribed and paid – up share capital of IRSDC is ₹400 million divided into 40,000,000 equity shares of ₹10 each.

Shareholding Pattern

The shareholding pattern of IRSDC as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholders	Percentage of holding
Ircon International Limited	50%
Rail Land Development Authority	50%

Since its incorporation and uptill Fiscal 2017, IRSDC was our Subsidiary wherein our Company was holding 51% of its equity share capital. However, MoR, *vide* letter dated April 10, 2017, decided to transfer 1% equity shareholding of our Company in IRSDC to Rail Land Development Authority, pursuant to which IRSDC ceased to be our subsidiary and became our Joint Venture post Fiscal 2017.

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	400.00	400.00	400.00
Reserves and Surplus	0.43	45.82	34.37
Sales and other income	21.06	24.35	29.26
Revenue from Operations	1.47	0.00	0.00
Profit/(Loss) after tax	(45.39)	11.45	19.77
Earnings per share – Basic (₹)	(1.13)	0.29	0.49
Earnings per share – Diluted (₹)	(1.13)	0.29	0.49
Net Asset Value per equity share (₹)	10.01	11.14	10.86

B. Details of our loss making Group Companies are as follows:

1. Chhattisgarh East Railway Limited ("CERL")

Corporate Information

CERL was incorporated on March 12, 2013 with the RoC, Chhattisgarh, in terms of the memorandum of understanding dated November 3, 2012 entered between the Government of Chhattisgarh, South Eastern Coalfields Limited and our Company, for the purpose of development of coal connectivity corridor i.e. east corridor (length 180 km) in the state of Chhattisgarh. The registered office of CERL is situated at Mahadev Ghat Road, Raipura Chowk, Raipur – 492 013, Chhattisgarh, India and the CIN is U45203CT2013GOI000729.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in CERL.

Capital Structure

The authorized share capital of CERL is ₹ 6,500 million divided into 650,000,000 equity shares of ₹ 10 each. The issued, subscribed and paid- up share capital of CERL is ₹ 3,060 million divided into 306,000,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of CERL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
South Eastern Coalfields Limited	67%
Ircon International Limited	27%
Chhattisgarh State Industrial Development Corporation Limited	6%

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	3,060.00	1,390.55	40.55
Reserves and Surplus	(4.11)	(2.63)	(1.86)
Revenue from Operations	0.00	0.00	0.00
Sales and other income (Total income)	-	0.01	0.22
Profit/(Loss) after tax	(1.48)	(0.80)	(0.40)
Earnings per share – Basic (₹)	(0.00)	(0.01)	(0.14)
Earnings per share – Diluted (₹)	(0.00)	(0.01)	(0.14)

Particulars	For the financial year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Net Asset Value per equity share (₹)	9.99	9.98	9.54

2. Chhattisgarh East – West Railway Limited ("CEWRL")

Corporate Information

CEWRL was incorporated on March 25, 2013 with the RoC, Chhattisgarh, pursuant to the memorandum of understanding dated November 3, 2012 between the Government of Chhattisgarh, South Eastern Coalfields Limited and our Company, for the purpose of development of coal connectivity corridor i.e. East-West Corridor (length 122 Km) in the state of Chhattisgarh. The registered of CEWRL is situated at Mahadev Ghat road, Raipura Chowk, Raipur, Chhattisgarh – 492013, India and the CIN is U45203CT2013GOI000768.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in CEWRL.

Capital Structure

The authorized share capital of CEWRL is ₹ 11,100 million divided into 1,110,000,000 equity shares of ₹10 each. The issued, subscribed and paid- up share capital of CEWRL is ₹ 5,040.55 million divided into 504,055,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of CEWRL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
South Eastern Coalfields Limited	64%
Ircon International Limited	26%
Chhattisgarh State Industrial Development Corporation Limited	10%

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended		
	March 31, 2017	March 31, 2016	March 31, 2015
Equity Capital	5,040.55	40.55	40.55
Reserves and Surplus	(3.08)	(2.34)	(1.75)
Revenue from Operations	0.00	0.00	0.00
Sales and other income (total income)	0.06	0.06	0.24
Profit/(Loss) after tax	(0.75)	(0.59)	(0.40)
Earnings per share – Basic (₹)	(0.00)	(0.14)	(0.12)
Earnings per share – Diluted (₹)	(0.00)	(0.14)	(0.12)
Net Asset Value per equity share (₹)	9.99	9.42	9.57

3. Mahanadi Coal Railway Limited ("MCRL")

Corporate Information

MCRL was incorporated on August 31, 2015 with the RoC, Orissa, pursuant to the memorandum of understanding dated May 20, 2015 between our Company, Mahanadi Coalfields Limited and Odisha Industrial Infrastructure Development Corporation (nominee of Government of Odisha) with the object to build, construct, operate, and maintain identified rail corridor projects that are critical for evacuation of coal from mines in the state of Odisha. The registered office of MCRL is situated at Mahanadi Coal Limited headquarters, MDF room, Jagriti Vihar, Burla Sambalpur, Orissa – 768020, India and the CIN is U60100OR2015GOI019349.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in MCRL.

Capital Structure

The authorized share capital of MCRL is ₹ 0.5 million divided into 50,000 equity shares of ₹10 each. The issued, subscribed and paid- up share capital of MCRL is ₹ 0.5 million divided into 50,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of MCRL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
Mahanadi Coalfields Limited	64%
Ircon International Limited	26%
Odisha Industrial Infrastructure Development Corporation (nominee of Government of Odisha)	10%

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended	
	March 31, 2017	March 31, 2016
Equity Capital	0.50	0.50
Reserves and Surplus	0.00	0.00
Revenue from Operations	0.00	0.00
Sales and other income	0.00	0.00
Total income	0.00	0.00
Profit/(Loss) after tax	(0.05)	(0.02)
Earnings per share – Basic (₹)	(0.96)	(0.30)
Earnings per share – Diluted (₹)	0.00	0.00
Net Asset Value per equity share (₹)	7.74	8.70

4. Jharkhand Central Railway Limited ("JCRL")

Corporate Information

JCRL was incorporated on August 31, 2015 with the RoC, Jharkhand, pursuant to the memorandum of understanding dated May 20, 2015 between our Company, Central Coalfields Limited and Government of Jharkhand, with the object to build, construct, operate, and maintain identified rail corridor projects that are critical for evacuation of coal from mines, in the state of Jharkhand. The registered office of JCRL is situated at C.C.L Darbhanga House, Ranchi – 834 029, Jharkhand, India and the CIN is U45201JH2015GOI003139.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in JCRL.

Capital Structure

The authorized share capital of JCRL is ₹ 5,000 million divided into 500,000,000 equity shares of ₹10 each. The issued, subscribed and paid- up share capital of JCRL is ₹ 500.00 million divided into 5,00,00,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of JCRL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
Central Coalfields Limited	64.00%
Ircon International Limited	26.00%
Government of Jharkhand	10.00%

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended	
	March 31, 2017	March 31, 2016
Equity Capital	333.05	0.00
Reserves and Surplus	(6.39)	(0.58)
Revenue from Operations	0.00	0.00
Sales from other income (total income)	0.00	0.00
Profit/(Loss) after tax	(5.80)	(0.58)
Earnings per share – Basic (₹)	0.00	0.00
Earnings per share – Diluted (₹)	0.00	0.00
Net Asset Value per equity share (₹)	72.51	0.00

5. Bastar Railway Private Limited ("BRPL")

Corporate Information

BRPL was incorporated on May 05, 2016 with the RoC, Chhattisgarh, pursuant to the memorandum of understanding dated May 9, 2015 between our Company, NMDC Limited, Steel Authority of India Limited and Government of Chhattisgarh with the object to build, construct, operate and maintain Rowghat to Jagdalpur (via Narayanpur, Kondagaon) new railway line, in the state of Chhattisgarh. The registered office of BRPL is situated at Global Exploration Centre, NMDC Building, Geens Villey City, Housing Board Colony, Boriyakala, Raipur - 492015, Chattisgarh, India and the CIN is U74900CT2016PTC007251.

Interest of Promoter

Our Promoter does not hold any shares in, or have any other interest in BRPL.

Capital Structure

The authorized share capital of BRPL is ₹ 3,000 million divided into 300,000,000 equity shares of ₹10 each. The issued, subscribed and paid – up share capital of BRPL is ₹ 36.05 million divided into 3,605,000 equity shares of ₹ 10 each.

Shareholding Pattern

The shareholding pattern of BRPL as on the date of this Draft Red Herring Prospectus is as follows:

Name of Shareholder	Percentage of holding
NMDC Limited	43%
Ircon International Limited	26%
Steel Authority of India Limited	21%
Chhattisgarh Mineral Development Corporation (nominee of Government of Chhattisgarh)	10%

Financial Information

(₹ in million, except per share data)

Particulars	For the financial year ended March 31, 2017
Equity Capital	24.35
Reserves and Surplus	10.79
Sales and other income	0.17
Revenue from Operations	0.00
Profit/(Loss) after tax	(0.91)
Earnings per share – Basic (₹)	(0.37)
Earnings per share – Diluted (₹)	(0.37)
Net Asset Value per equity share (₹)	14.43

Group Companies with negative net worth

Our Company does not have any Group Companies with negative net worth as on March 31, 2017.

Nature and Extent of Interest of Group Companies

a) In the promotion of our Company

None of our Group Companies have any interest in the promotion of our Company.

b) In the business of our Company

Except as stated in the chapter *"Financial Statements"* on page 230, our Group Companies do not have any business interests in our Company.

c) In the properties acquired or proposed to be acquired by our Company in the past two years before filing this Draft Red Herring Prospectus with SEBI

None of our Group Companies are interested in the properties acquired or proposed to be acquired by our Company in the two years preceding the filing of this Draft Red Herring Prospectus.

d) In transactions for acquisition of land, construction of building and supply of machinery

None of our Group Companies are interested in any transactions for the acquisition of land, construction of building or supply of machinery.

Common Pursuits

All our Group Companies have objects similar to that of our Company and are engaged in business activities that are similar to ours. Accordingly, there are common pursuits among any of our Group Companies and our Company. Our Company would adopt necessary measures and practices as permitted by law and regulatory guidelines to address any conflict situation as and when they arise. For further details, please refer to *"Risk Factors - Our Group Companies are engaged in businesses / industries in which our Company operates and are in a similar, same line of business or could offer services that are related to the business of our Company. This may be a potential source of conflict of interest for us and which may have an adverse effect on our operations."* on page 20.

Related business transactions within the Group Companies and significance on the financial performance of the Company

Except as disclosed in *"Related Party Transactions"* on page 228 of this Draft Red Herring Prospectus, there are no related business transactions of the Company with its Group Companies.

Sale / Purchase between Group Companies

Except as stated in the chapter *"Related Party Transactions"* and *"Financial Statements"* on pages 228 and 230 respectively, none of our Group Companies are involved in any sales or purchase with our Company where such sales or purchases exceed in value in the aggregate 10.00% of the total sales or purchases of our Company.

Defunct / Sick Group Companies

None of the Group Companies have become sick companies under the erstwhile Sick Industrial Companies Act, 1985 or have become insolvent under the Insolvency and Bankruptcy Code, 2016. Further, no winding up proceedings have been initiated against them and no application has been made, in respect of any of the Group Companies, to the Registrar of Companies for striking off their names. Additionally, none of our Group Companies have become defunct during the five years preceding the filing of this Draft Red Herring Prospectus.

Other Confirmations

As of the date of this Draft Red Herring Prospectus, none of the Group Companies have received any significant notes on the financial statements from the auditors.

None of our Group Companies have made any public or rights issue of securities in the three years preceding the filing of this Draft Red Herring Prospectus.

Our Group Companies have not been prohibited or debarred from accessing the capital markets for any reason by SEBI or any other regulatory or governmental authority.

Further, none of our Group Companies have been identified as willful defaulters by any bank or financial institution or consortium thereof, in accordance with the guidelines on willful defaulters issued by the RBI.

RELATED PARTY TRANSACTIONS

The details of the related party disclosures, as per the requirements under Accounting Standard 18 "Related Party Disclosures" specified under Section 133 of the Companies Act, 2013, read with Rule 7 of the Companies (Accounts) Rules, 2014 and the relevant provisions of the Companies Act are stated in:

(i) *FY 2015, 2016, 2017 and nine months period ended December 31, 2017 - "Financial Statements – Restated Consolidated Financial Statements - Related Party Disclosures– Note 41"*

(ii) *FY 2013 and 2014 - "Financial Statements – Restated Consolidated Financial Statements - Related Party Disclosures – Note 36"*

(iii) *FY 2015, 2016, 2017 and nine months period ended December 31, 2017 -"Financial Statements – Restated Standalone Financial Statements - Related Party Disclosures – Note 40*"; and

(iv) *FY 2013 and 2014 -"Financial Statements – Restated Standalone Financial Statements - Related Party Disclosures – Note 36*".

DIVIDEND POLICY

Subject to the provisions of the Articles of Association and the Companies Act, the declaration and payment of dividends on our Equity Shares is recommended by our Board and approved by our Shareholders, at their discretion. The Department of Investment & Public Asset Management, Ministry of Finance, Government of India *vide* an Office Memorandum bearing no. F. No. 5/2/2016-Policy dated May 27, 2016, issued Guidelines on Capital Restructuring of Central Public Sector Enterprises ("CPSE Capital Restructuring Guidelines") on adopting a comprehensive approach for efficient management of its investment in CPSEs. In accordance with CPSE Capital Restructuring Guidelines, all central public sector enterprises are required to pay a minimum annual dividend of 30% of profit after tax or 5% of the net-worth, whichever is higher, subject to the maximum dividend permitted under the extant legal provisions and the conditions mentioned in the CPSE Capital Restructuring Guidelines.

Further, the amount of dividend paid our Company, will depend on a number of factors, including but not limited to our earnings, the future expansion plans, capital requirements and overall financial position of our Company, profit earned during the fiscal year, utilisation towards reserves and surpluses, guidelines issued by the Department of Public Enterprise ("**DPE**"), liquidity and applicable taxes including dividend distribution tax payable by our Company applicable CPSE Guidelines. For further details, see "*Financial Statements*" and "*Financial Indebtedness*" on pages 230 and 690, respectively. Our Company may also, from time to time, pay interim dividends.

The dividend and dividend tax paid by our Company on the Equity Shares in each of the Fiscal Years 2017, 2016, 2015, 2014 and 2013 as per our Restated Standalone Financial Statements are given below:

Particulars	Nine months period ended December 31, 2017	Fiscal 2017	Fiscal 2016	Fiscal 2015	Fiscal 2014	Fiscal 2013
Face value of Equity Shares (in ₹ per Equity Share)	10	10	10	10	10	10
Total Dividend (including Interim)(in ₹ million)	972.50	1,842.33	1,821.23	1,603.48	1,821.23	1484.70
Number of Equity Shares (in million)	94.05	98.98	19.796	19.796	19.796	19.796
Total Dividend per Equity Share (₹)	-	18.61	92.00	81.00	92.00	75.00
Total Dividend Rate (%)	103.40	186.13%	920.00%	810.00%	920.00%	750.00%
Dividend Tax (in ₹ million)	-	391.70	320.80	320.53	309.61	240.80

Note: *During 2016-17, company has issued bonus equity shares of 79.184 million. Total dividend per equity share and Total dividend rate is calculated on Weighted Average Shares for Fiscal 2017.*

The amounts distributed as dividends in the past are not necessarily indicative of our dividend amounts, if any, or our dividend policy, in the future. For further details, refer to "*Risk Factors*" on page 20. There is no guarantee that any dividends will be declared or paid or that the amount thereof will not decrease in the future. Future dividends will depend on guidelines issued by DPE, our profits, revenues, capital requirements, contractual restrictions and overall financial position of our Company.

SECTION V: FINANCIAL INFORMATION

FINANCIAL STATEMENTS

Independent Auditor's Report on Restated Consolidated Financial Statements

To

The Board of Directors
Ircon International Limited.
C-4, District Centre, Saket
New Delhi-110017

Dear Sirs,

1) We have examined the attached Restated Consolidated Financial Information of **Ircon International Limited**, which comprise of the Restated Summary Statement of Assets and Liabilities as at December 31st, 2017 and as at March 31st 2017, 2016, 2015, 2014 and 2013, the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flows for nine months period ended December 31st 2017 and each of the years ended March 31, 2017, 2016, 2015, 2014 and 2013 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :

a) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014("the Rules"); and

b) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations").

c) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Consolidated Summary Statements

2) The preparation of the Restated Consolidated Financial information including the interim financial information mentioned in paragraph 4 & 5 below is the responsibility of the Management of the Company for the purpose set out in paragraph 11 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Consolidated Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations and guidance notes.

Auditor's Responsibilities

3) We have examined such Restated Consolidated Financial Information taking into consideration:

a) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 11th August 2017 in connection with the proposed issue of equity shares of the Company; and

b) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by Institute of Chartered Accountants of India to the extent applicable ("The Guidance Note").

Restated Consolidated Summary Statements as per audited financial statements:

4) These Restated Consolidated Financial Information have been compiled by the management from:

- the audited Consolidated Financial Statements of the Company for the nine month period ended 31st December 2017 and as at 31st March 2017 which include the comparative Ind AS Consolidated Financial Statements for the year ended as at 31st March 2016, prepared in accordance with the Indian Accounting Standards ("Ind-AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors on March 20, 2018 & 21st September 2017 respectively.
- the audited Consolidated financial statements of the Company as at and for the year ended 31st March 2016, prepared in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013, ("Indian GAAP") which have been approved by the Board of Directors on 2nd September 2016,
- the audited Consolidated Financial Statements of the Company as at and for the years ended 31st March 2014 and 2013 respectively, prepared in accordance with Indian GAAP which have been approved by the Board of directors on 1st August, 2014 & 26th July, 2013.
- the Restated Consolidated Financial Statements also contains the proforma Ind AS Consolidated Financial Statements as at and for the year ended 31st March 2015. These proforma Ind AS Consolidated Financial Statements have been prepared by making Ind AS adjustments to the audited Indian GAAP Consolidated Financial Statements as at and for the year ended 31st March 2015, which have been approved by the Board of directors on XXX
- Audit for the Financial years ended 31st March 2016 was conducted by previous auditors, **V.K. Dhingra& Co.**, Financial year ended 31st March 2015 was conducted by previous auditors , **Vinod Kumar & Associates and T.R Chadha & Co. (Joint Auditors)**, Financial year ended 31st March 2014 was conducted by previous auditors **Vinod Kumar & Associates**, Financial year ended 31st March 2013 was conducted by previous auditors, **Wahi & Gupta** and accordingly reliance has been placed on the Financial information examined by them for the said years as mentioned above. The Financial report included for these years, i.e., 2015-16, 2014-15, 2013-14, 2012-13, are based solely on the report submitted by **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha & Co., Vinod Kumar & Associates, Wahi & Gupta** and examined by us that the restated Consolidated Financial information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective Financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods except as disclosed in **Para F (a)(iv) of Annexure A**;

ii) have been made after incorporating adjustments for the material amounts in the respective Financial years to which they relate;

iii) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information;

iv) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are Quantifiable has been adjusted in the respective years;

v) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable but has not been adjusted in the respective years has been disclosed in **Para D(a)(ii) & E(a)(ii) of Emphasis of matter of Annexure A**; and

vi) auditor's qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are not quantifiable has been disclosed in **Para A, B, C, D & E(a) & (b) of Emphasis of matter of Annexure A.**

5) (a) We have also examined the Consolidated Financial information of the Company and its subsidiaries and joint ventures for the period 01.04.2017 to 31.12.2017 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Company.

Based on the above, we report that in our opinion and according to the information and explanations given to us, the above interim Financial information are in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable and the interim Financial information are presented with the Restated Consolidated Financial Information appropriately.

(b) We did not examine the Financial information of the Foreign branch namely South Africa, Sri Lanka, Malaysia, Algeria, Bangladesh for the period 01.04.2017 to 31.12.2017. These Financial informations have been examined by the respective Foreign branch auditors and furnished to us so far it relates to the amounts included in the Financial information of the Company for the period 01.04.2017 to 31.12.2017.

(c) Our Examination Report includes Other Matter for the period ended on December 31 2017 which does not have any impact on the financial information has been disclosed in **Para F (a)(i) to (iv) of Annexure A.**

(d) Our Examination Report includes Emphasis of Matter for the period ended December 31 2017 which is quantifiable but has not been adjusted in period ended December 31, 2017, has been disclosed in **Para F (b)(i) of Annexure A**

(e) We did not examine the financial information of three subsidiaries and four joint ventures for the nine months ended 31st December 2017, whose Financial Statements reflect total assets of Rs. 30,095.60 million, total revenue of Rs. 4,781.71 million and net cash flows of Rs. (2042.80) million. These financial statements have been audited by another firm of Chartered Accountants, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Consolidated Summary of Assets and Liabilities and Summary Statement of Profit and Loss Account are based solely on the report of other auditors.

(f) We did not examine the financial information of one subsidiaries and three joint ventures for the nine months ended 31st December 2017, whose Financial Statements reflect total assets of Rs. 5479.60 million, total revenue of Rs. 1333.21 million and net cash flows of Rs. 14.90 million. These financial statements have been unaudited and have been furnished to us by the management and our opinion in so far as it relates to the amounts included in these Consolidated Summary of Assets and Liabilities and Summary Statement of Profit and Loss Account are based solely on the such unaudited financial information certified by the management.

6. We did not audit the financial statements of certain subsidiaries and joint ventures for the financial years ended March 31st 2017, 2016, 2015, 2014 and 2013 whose share of total assets, total revenues, and net cash flows and Group's share of net profit/loss, included in the Restated Consolidated Financial Information, for the relevant years is tabulated below:

(Amount in Rs. Million)

Particulars	**March 31, 2017**	**March 31, 2016**	**March 31, 2015**	**March 31, 2014**	**March 31, 2013**
Total Assets*	33927.4	11501.2	10768	2205.6	1198.3
Revenues*	8802.6	2977.8	2179.7	440.7	136.8
Net Cash Inflows*	3885.2	(89.1)	1031.6	295.2	223.6
Group's share of net profit/loss**	-	-	-	-	-

* Based on the Independent Auditor's Report of previous auditors for the respective years as restated figures cannot be disclosed in the absence of the grouping of the Total Assets, Revenues and Net Cash flows of the previous year ended March 31st 2017, 2016, 2015, 2014 & 2013.
** Requisite information not available.

These Financial Statements have been audited by another firm of Chartered Accountants whose reports have been furnished to us and our opinion insofar as it relates to the amounts included in these reinstated Consolidated Financial information are based solely on the report of other auditors and relied upon by us. Further we report that the restated Consolidated Financial information ;

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective Financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods except as disclosed in **Para F (a)(iv) of Annexure A**;

ii) have been made after incorporating adjustments for the material amounts in the respective Financial years to which they relate;

iii) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information;

iv) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are Quantifiable has been adjusted in the respective years;

v) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable but has not been adjusted in the respective years has been disclosed in **Para D(a)(ii) &E(a)(ii) of Annexure A**; and

vi) auditor's qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are not quantifiable has been disclosed in **Para A, B, C, D & E(a)(i) of Annexure A.**

7) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

a) The Restated Consolidated Summary Statement of Assets and Liabilities of the Company, including as at **March 31, 2016, 2015, 2014, 2013** examined by us and reported upon by **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi & Gupta respectively** on which reliance has been placed by us, and also contains as at 31st December 2017, 31st March 2017 examined by us as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI- Material Adjustments to the Restated Consolidated Audited Financial Statements.**

b) The Restated Consolidated Summary Statement of Profit and Loss of the Company, including for the period ended **March 31, 2016, 2015, 2014, 2013** examined by us and reported upon by **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi& Gupta respectively** on which reliance has been placed by us, and also contains for the nine month ended 31st December 2017 and for the period ended 31st March 2017 examined by us as set out in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI – Material Adjustments to the Restated Consolidated Audited Financial Statements.**

c) The Restated Consolidated Summary Statement of Cash Flows of the Company, including for the period ended **March 31, 2016, 2015, 2014, 2013** examined by us and reported upon by **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi & Gupta respectively** on which reliance has been placed by us, and also contains as at 31st December 2017, March 2017 examined by us as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI – Material Adjustments to the Restated Consolidated Audited Financial Statements.**

d) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the previous auditors **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates, Wahi& Gupta** for the respective years, we further report that the Restated Consolidated Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective Financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods except as disclosed in **Para F(a)(iv) of Annexure A**;

ii) have been made after incorporating adjustments for the material amounts in the respective Financial years to which they relate;

iii) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Consolidated Financial Information;

iv) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are Quantifiable has been adjusted in the respective years;

v) auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable but has not been adjusted in the respective years has been disclosed in **Para D(a)(ii) & E(a)(ii) of Annexure A**; and

vi) auditor's qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are not quantifiable has been disclosed in **Para A, B, C, D& E(a)(i) of Annexure A.**

8) We have also examined the following restated Consolidated Financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on March 20, 2018 for the nine month ended December 31, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 & 2013. In respect of the years ended **March 31, 2016, 2015, 2014 and 2013** these information have been included based upon the reports submitted by previous auditors **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha & Co. (Joint auditors), Vinod Kumar & Associates, Wahi& Gupta** and relied upon by us:

For FY 2012-13 & 2013-14

(a) Annexure I A - Restated Consolidated Summary of Assets and Liabilities

(b) Annexure II A- Restated Consolidated Summary of Statement of Profit and Loss

(c) Annexure III A- Restated Consolidated Cash Flow Statement

(d) Annexure IV A- Significant Accounting Policies

(e) Annexure V A- Material Adjustment to the Restated Consolidated Financial Statement

(f) Annexure VI A- Restated Consolidated Statement of Accounting Ratios

(g) Annexure VII A- Restated Consolidated Statement of Tax Shelters

(h) Annexure VIII A- Restated Consolidated Statement of Dividend Paid

(i) Annexure IX A- Restated Consolidated Statement of Capitalisation

(j) Annexure X A- Restated Consolidated Statement of Turnover

For FY 2014-15, 2015-16, 2016-17 & Period ended 31.12.2017

(a) Annexure I- Restated Consolidated Summary of Assets and Liabilities

(b) Annexure II- Restated Consolidated Summary of Statement of Profit and Loss

(c) Annexure III- Restated Consolidated Cash Flow Statement

(d) Annexure IV- Consolidated Statement of Changes in Equity

(e) Annexure V- Significant Accounting Policies

(f) Annexure VI- Material Adjustment to the Restated Consolidated Financial Statement

(g) Annexure VII- Restated Consolidated Statement of Accounting Ratios

(h) Annexure VIII- Restated Consolidated Statement of Tax Shelters

(i) Annexure IX- Restated Consolidated Statement of Dividend Paid

(j) Annexure X- Restated Consolidated Statement of Capitalisation

(k) Annexure XI- Restated Consolidated Statement of Turnover

(l) Annexure XII- Equity Reconciliation (Proforma)

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors **V.K. Dhingra & Co**., **Vinod Kumar & Associates and T.R Chadha & Co. (Joint Auditors), Vinod Kumar & Associates, Wahi& Gupta**, in our opinion, the Restated Consolidated Financial Information and the above restated Financial information contained in **Annexures IA to XA/ Annexure I to XII** accompanying this report, read with Summary of Significant Accounting Policies disclosed in **Annexure IVA / V**, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors, **Vinod Kumar & Associates and T.R Chadha & Co. (Joint Auditors) for the FY 2014-15,** in our opinion, the Proforma Financial Information of the Company as at **March 31, 2015** read with Summary of Significant Accounting Policies disclosed in **Annexure V,** are prepared after making proforma adjustments as mentioned in **Annexure no XII** and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules,2014, ICDR Regulations and the Guidance Note.

9) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.

10) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

11) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India (relevant stock exchanges) and Registrar of Companies, Delhi in connection with the proposed offer for sale of equity shares of the Company by Government of India. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

12) There are qualifications/Emphasis of Matters/Other Matters paragraph in the auditor's reports as included in **Annexure A** to this report which is to be read with Significant Accounting Policies and Significant Notes to Accounts. These qualifications do not have any quantifiable impact on the restated summary statements except an amount of Rs.38.9 million, 38 million & 20.40 million which has quantifiable impact (cumulative) on the Profit & Loss for the period ended on December 31st 2017, year ended on March 31st2017 & March 31st 2016 has not been adjusted. Due to this the restated profit of the company for the period ended on December 31st 2017, year ended on March 31, 2017 & March 31, 2016 is overstated by Rs.38.9 million, 38 million & 20.40 million respectively (Refer **Para D (a)(ii) , E(a)(ii)& F(b)(i) of Annexure A).**

For K.G. Somani & Co.
Chartered Accountants
Firm Registration Number: 006591N

Ashish Kumar Batta
(Partner)
Membership No.:095597
Place of Signature: New Delhi
Date: March 20, 2018

ANNEXURE A

Detail of Qualification and Emphasis of matter paragraph disclosed in the Audit Reports for the FY 2012-2013 to 2016-2017 & nine month ended December 31st, 2017:

A) Consolidated Financial statements for the FY 2012-13

a) Based on Independent Auditor's Report:

Other Matters

We did not audit the financial statements of two subsidiaries, M/s Indian Railway Stations Development Corporation Limited (IRSDC) and Ircon Infrastructure & Services limited (IrconISL) whose financial statements reflect total assets (net) of Rs.1198.3 million as at 31stMarch, 2013, total revenues of Rs.136.8 million and net cash inflows amounting to Rs.223.6 million for the year then ended. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management, and our opinion is based solely on the reports of the other auditors. Our opinion is not qualified in respect of this matter.

B) Consolidated Financial statements for the FY 2013-14

a) Emphasis of Matter

(i) Design, Drawing, Business Development, agency and consultancy charges (Note No. 24) and Consultancy Charges (Note 32 (b) Expenditure in Foreign Currency), include expenses debited to the profit & loss account amounting to Rs.379.1 million (previous year 831.6 million) paid as commission to the Foreign Agencies appointed by the Company to secure orders and provide other professional services for foreign projects. This has been a continuous practice by the Company. The internal control and documentation in respect of process of selection of the Commission Agent, documentation in respect of their KYC, Due Diligence and the evidence about the services received by the Company, are not commensurate with the size and volume of business of the Company. The matter has been brought to the notice of the Audit Committee and the top management. The Board of Directors has recently confirmed the delegation of power in this regard in favor of CMD. The Company has initiated steps to strengthen the policies, procedures and documentation in this regard, in pursuance to our observations. Our opinion is not qualified in respect of Emphasis of matter.

b) Other Matters

We did not audit the financial statements of two subsidiaries, M/s Indian Railway Stations Development Corporation Limited (IRSDC) and Ircon Infrastructure & Services limited (IrconISL) and 5 Joint Ventures included in the Consolidated Financial Statements, whose financial statements reflect total assets (net) of Rs.2205.6 million as at 31st March, 2014, total revenues of Rs.440.7 million and net cash inflows amounting to Rs.295.2 million for the year then ended.

i. Out of above Financial Statements of 2 subsidiaries and 4 Joint Ventures have been audited by other auditors whose reports have been furnished to us and our opinion is based solely on the reports of the other auditors. These Financial reflects total assets (net) of Rs.2139.6 million as at 31st March, 2014, total revenues of Rs.369.8 million and net cash inflows amounting to Rs.319.9 million for the year then ended on that date as considered in the Consolidated Financial Statements.

ii. We have relied upon the unaudited Financial Statement of 1 Joint Venture which reflects total asset (net) of Rs.66 million as at 31st March, 2014, total revenues of Rs.70.9 million and net cash outflow amounting to Rs.24.7 million for the year then ended on that date as considered in the Consolidated Financial Statements. This unaudited Financial Statement has been furnished to us by the management of the Joint Venture and our report since so far as it relates to the above amounts, is based solely on such unaudited Financial Statement. Our opinion is not qualified in respect of other matters.

(C) Consolidated Financial statements for the FY 2014-15

a) Based on Independent Auditor's Report:

1.

Basis for Qualified Opinion

(i) An amount of Rs.127.4 Million, in the nature of commission has been debited to the consolidated statement of Profit and loss for the year ended 31st March, 2015 (previous year Rs.379.1 Million), as included in "Operating and administrative expenses" in Note No. 25 as "Design, Drawing, Business Development, Agency and Consultancy Charges" in respect of projects in two countries. The total amount so far debited to the statement of profit and loss, in this regard, since inception of these projects, has been Rs.4224.3 Million. The said amount is paid/ to be paid towards commission to the Foreign Agents appointed by the Holding Company, to secure orders and provide other services for foreign projects, being implemented in these countries for the respective Government/Government Agencies.

The foreign commission agents are registered in Singapore (for Project in one country) and Hong Kong (for Project in another country). The Holding Company did not obtain any financial statements, tax returns, profile of the agent, details of their experience, standing and track record at the time of appointment of the foreign agents. The appointment of and payments to foreign agents was not approved by the Audit Committee or by the Board of directors of the Holding Company. We are not satisfied regarding the process followed for selection and appointment of the commission agents, documents in respect of their real identity, standing, expertise and experience of the agents.

No evidence or document has been provided to us in respect of legal compliances in respect of these payments. We are also not satisfied about the genuineness of services received by the Holding Company from foreign agents, in the absence of any satisfactory evidence or communication in respect of actual services rendered.

Emphasis of Matters

i. We draw attention to **Note No. 33** to the consolidated financial statements regarding admissibility of certain expenditures amounting to Rs.10992.5 million in executing a Broad Gauge Rail Link Project called "Udhampur-Srinagar-Baramulla Rail Link Project" (USBRL) in the state of Jammu & Kashmir by the Client, Northern Railways. The Holding Company has suitably replied to the matter and does not expect any liability on this account.

ii. We draw attention to **Note No. 35** to the consolidated financial statements regarding Income Tax provision made in the consolidated financial statements for disallowance of deduction claimed under section – 80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. Both the matters are contested by the Holding Company with the concerned Authorities. Our opinion is not qualified in respect of these matters.

Other Matters

i. We did not audit the financial statements of 3 subsidiaries and 8 jointly controlled entities, whose financial statements reflect total assets of Rs.10,635.4 million as at 31st March, 2015, total revenues of Rs.1768 million and net cash flows amounting to Rs.1035.9 million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

ii. We did not audit the financial statements/ financial information of one jointly controlled entity, whose financial statements/ financial information reflect total assets of Rs.132.6 million as at 31st March, 2015, total revenues of Rs.411.7 million and net cash flows amounting to Rs. (4.3) million for the year ended on that date, as considered in the consolidated financial statements. These financial statements/ financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entity, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entity, is based solely on such unaudited financial statements/ financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/financial information are not material to the Group.

Our opinion on the consolidated financial statements, and our report on Other Legal and Regulatory Requirements below, is not qualified in respect of the above matters with respect to our reliance on the work done and the reports of the other auditors and the financial statements/ financial information certified by the Management.

D) Consolidated Financial statements for the FY 2015-16

a) Based on Independent Auditor's Report:

Emphasis of Matters

i. We draw attention to **Note No.35** to the consolidated financial statements regarding Income Tax provision made in the consolidated financial statements for disallowance of deduction claimed under Section –80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. The matter is contested by the Holding Company with the concerned Authorities.

ii. We draw attention to **Note No. 52** to the consolidated financial statements regarding non provision of Rs.20.4 million towards foreign agency commission/consultancy charges in respect of projects in three foreign countries pending assessment of the performance by the holding company. Our opinion is not qualified in respect of these matters.

Other Matters

i. We did not audit the financial statements of four subsidiaries and nine jointly controlled entities, whose financial statement reflect total assets of Rs.11,172.4 million as at 31st March, 2016, total revenues of Rs. 2782.5 million and net cash flows amounting to Rs. (85.3) million for the year ended on that date, as considered in the consolidated financial statements. These financial statements have been audited by other auditors whose reports have been furnished to us by the Management and our opinion on the consolidated financial statements in so far as it relates to the amounts and disclosures included in respect of these subsidiaries and jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid subsidiaries and jointly controlled entities, is based solely on the reports of the other auditors.

ii. We did not audit the financial statements/financial information of two jointly controlled entities, whose financial statements/financial information reflect total assets of Rs.328.8 million as at 31st March, 2016, total revenues of Rs.195.3 million and net cash flows amounting to Rs. (3.8) million for the year ended on that date, as considered in the consolidated financial statements. These financial statements/financial information are unaudited and have been furnished to us by the Management and our opinion on the consolidated financial statements, in so far as it relates to the amounts and disclosures included in respect of this jointly controlled entities, and our report in terms of sub-sections (3) and (11) of Section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entities, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the Management, these financial statements/financial information are not material to the Group.

Based on "Annexure – A" of Independent Auditor's Report

a) Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

i. The company did not have an integrated ERP system. Different software packages used by the company are interfaced through software links or manual intervention leaving gaps between them. This could potentially result into impaired financial reporting.

ii. The company did not have effective internal audit structure and system so as to ensure coverage of all major areas with extensive scope. Also the mechanism to review the internal audit reports is weak. This could potentially result into weak checks and balances and unreported financial irregularities ultimately resulting into distorted financial reporting.

b) Other Matters

i. Our aforesaid report under section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting insofar as it relates to four subsidiary companies, and nine jointly controlled companies, is based on the corresponding reports of the auditors of such companies.

E) Consolidated Financial statements for the FY 2016-17

a) Based on Independent Auditor's Report:

Emphasis of Matters

i) We draw attention to **Note No. 34** to the consolidated Ind AS financial statements.

- The Company has made provision for tax without considering the deduction under Section 80-IA of Income Tax Act, 1961. However, the ITAT has disposed pending appeal for FY 2000-01 allowing deduction u/s 80IA and subsequently CIT(A) has allowed deduction for AY 2012-13 and 2013-14. The matters for other assessment years are contested by the company with the concerned authorities.

- The company is offering global income for tax in India after excluding the income earned by its permanent establishments in foreign countries having Double Taxation Avoidance Agreements (DTAA) with India. CIT (A) denied the treatment of excluding such foreign income. Accordingly, the company has subsequently paid taxes, however the matter is contested by the company with the concerned authorities.

ii) We draw attention to **Note No. 52** to the consolidated Ind AS financial statements regarding non provision of Rs. 38 million towards foreign agency commission/consultancy charges in respect of projects in three foreign countries pending assessment of the performance.

b) Other Matters

i) We did not audit the financial statements/information of eleven branches of Holding Company included in the consolidated Ind AS financial statement of the company whose financial statements/financial information reflect Total Assets of Rs. 56768.3 million as at 31st March 2017, Total Revenues of Rs. 28895.7 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. The financial statements/information of these branches have been audited by the branch auditors whose reports have been furnished to us, and our opinion in so far as it relates to the amounts and disclosure included in respect of these branches, is based solely on the reports of such branch auditors.

ii) We did not audit the financial statements/financial information of four subsidiaries and ten jointly controlled entities, whose financial statements/financial information reflect Total Assets of Rs. 33844.7 million as at 31st March 2017, Total Revenues of Rs. 8783.2 million and net cash flows amounting to Rs. 3885.3 million for the year ended on that date, as considered in the consolidated Ind AS financial statements. These financial statements/financial information have been audited by other auditors whose financial statements/ financial information have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements in so far as it relates to the amounts and disclosure included in respect of these subsidiaries, jointly controlled entities and our report in terms of sub-sections (3)and (11) of Section 143 of the Act in so far as it relates to the aforesaid subsidiaries& Jointly controlled entities, is based solely on the reports of the other Auditors.

iii) We did not audit the financial statement/information of one jointly controlled entities, whose financial statements/financial information reflect total assets of Rs 82.7

million as at 31^{st}March, 2017, total revenues of Rs 19.4 million and net cash flows amounting to Rs -0.1 million for the year ended on that date, as considered in the consolidated Ind As financial statements. These financial statements/financial information are unaudited and have been furnished to us by the management and our opinion on the consolidated Ind AS financial statements, in so far as it relates to the amounts and disclosure included in respect of this jointly controlled entities, and our report in terms of sub-section (3) and (11) of section 143 of the Act, in so far as it relates to the aforesaid jointly controlled entities, is based solely on such unaudited financial statements/financial information. In our opinion and according to the information and explanations given to us by the management, these financial statements/ financial information certified by the management.

iv) The comparative financial information of the Group for the year ended 31st March 2016 and the transition date opening balance sheet as at 1st April 2015 included in these consolidated Ind AS financial statements, are based on the previously issued statutory consolidated financial statements prepared in accordance with the Companies (Accounting Standards) rules, 2006 audited by the predecessor auditors whose report for the year ended 31st March 2016, and 31st March 2015 dated 2nd September 2016 and 13th October 2015 respectively expressed an unmodified opinion & Qualified opinion respectively on those consolidated financial statements. The adjustments to those consolidated financial statements for the difference in accounting principles adopted by the company on transition to the Ind AS have been audited by us.

c) Based on "Annexure – A" of Independent Auditor's Report

I. Qualified Opinion

According to the information and explanations given to us and based on our audit and other auditor's audit report, the following material weaknesses have been identified as at March 31, 2017.

i. The Company has an integrated ERP system which was not used at its full potential. During the financial year, different software packages like Tally and Fox Pro were used by the company through software links or manual intervention for the preparation of financial statements. This has resulted into weak internal control over financial reporting.

ii. The internal audit system needs to be strengthen since timelines of the internal audit programme were not followed during the financial year and delayed reporting in internal audit of the Indian region/foreign branches were noticed. Also, the mechanism to review of internal audit report is not robust.

iii. The Inventory records at some units are maintained manually and the inventory manual in SAP is under consideration. Further, in northern region, continuous identification system of surplus/obsolete/broken assets and material/stores is inadequate.

II. Emphasis of Matter

i. Attention is invited to note no. 53 to the financial statements regarding supervision charges on unreturned steel at reduced rate and waiver/release of liquidation damages, escalation claims & other charges in respect of one of the contract of Patna region.

ii. Few cases of reduction of bills by the client and accepted by the project without noting therein full reasons/justifications have been observed In Northern region.

III. Other Matters

i. Our aforesaid report Section 143(3)(i) of the Act on the adequacy and operating effectiveness of the internal financial controls over financial reporting, insofar as it relates to four audited subsidiary companies and ten jointly controlled entities, is based on the corresponding reports of the other auditors and insofar it relates to one jointly controlled entities is based on the representation received from management (also refer paragraph on Other Matters of the Independent Auditors' Report above),our opinion is not qualified in respect of this matter.

***i.* F. Consolidated Financial Statements for the nine month ended 31st December 2017**

Based on Consolidated Examination Report

a) Other Matters

i. We did not examine the Financial information of the Foreign branch namely South Africa, Sri Lanka, Malaysia, Algeria, Bangladesh for the period 01.04.2017 to 31.12.2017. These Financial informations have been examined by the respective Foreign branch auditors and furnished to us so far it relates to the amounts included in the Financial information of the Company for the period 01.04.2017 to 31.12.2017.

ii. We did not examine the financial information of three subsidiaries and four joint ventures for the nine months ended 31st December 2017, whose Financial Statements reflect total assets of Rs. 30,095.56 million, total revenue of Rs. 4,781.60 million and net cash flows of Rs. (2042.80) million. These financial statements have been audited by another firm of Chartered Accountants, whose reports have been furnished to us and our opinion in so far as it relates to the amounts included in these Consolidated Summary of Assets and Liabilities and Summary Statement of Profit and Loss Account are based solely on the report of other auditors.

iii. We did not examine the financial information of one subsidiaries and three joint ventures for the nine months ended 31st December 2017, whose Financial Statements reflect total assets of Rs. 5479.60 million, total revenue of Rs. 1333.20 million and net cash flows of Rs. 14.80 million. These financial statements have been unaudited and have been furnished to us by the management and our opinion in so far as it relates to the amounts included in these Consolidated Summary of Assets and Liabilities and Summary Statement of Profit and Loss Account are based solely on the such unaudited financial information certified by the management.

iv. Refer Note No. 43 of the Consolidated Financial Statements, On the basis of materiality, the board has decided to change the accounting policy relating to measurement at the time of Initial recognition (change from fair value to transaction value) of financial assets and liabilities in respect of security deposit with client and contractor, Retention money with client and contractor and money withheld with client and contractor. The impact of the aforesaid change in the accounting policy has been given in the current year since it is impracticable to determine the period specific effect of the change. In the current year the carrying values of the Net financial liabilities have been increased by Rs. 363.8 Million and Net non-financial liabilities have been decreased by Rs. 362.4 Million. The resultant Net impact on current year's Nine Month's Profit and Loss due to aforesaid change in the accounting policy is amounting to (Rs 1.4 million), which is not material.

b) Emphasis of Matter

i. Refer Note No. 47 of the Consolidated Financial Statements, the Company has engaged agents/consultants to secure contracts and provide other services for foreign projects, being implemented in three countries. Pending assessment of services provided by the agent/consultants, the company has not accounted for expenses aggregating to Rs. 38.9 million, comprising of Rs 0.9 million during financial year 2017-18 (Rs. 38 million).

ANNEXURE-I
RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rs in million)

	Particulars	Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	**ASSETS**									
1	**Non-current assets**									
	(a) Property, Plant and equipment	3	1,437.50		1,456.08		1,563.90		1,619.55	
	(b) Capital work-in-progress	4	21.50		19.99		14.98		10.73	
	(c) Investment Property	5	3,449.30		3,073.47		2,781.82		2,703.98	
	(d) Other Intangible assets	6	697.60		714.83		719.04		721.13	
	(e) Intangible assets under development	6	7,431.70		5,465.77		738.57		151.36	
	(f) Financial Assets	7								
	(i) Investments	7.1	5,710.80		5,297.68		3,494.69		1,735.62	
	(ii) Trade Receivables	7.2	562.90		240.76		25.37		478.96	
	(iii) Loans	7.3	7.40		789.05		606.06		1,286.01	
	(iv) Others	7.4	479.90		772.85		473.25		51.20	
	(g) Deferred tax assets (Net)	8	1,377.10		1,450.48		2,116.03		2,675.17	
	(h) Other non-current assets	9	3,979.50		4,036.61		2,494.12		2,453.75	
	Total Non-current assets			25,155.20		23,317.58		15,027.83		13,887.46
2	**Current assets**									
	(a) Inventories	10	1,050.10		1,393.37		1,406.22		1,144.36	
	(b) Financial Assets	11	--							
	(i) Investments	11.1	4,234.70		2,499.14		1,380.15		683.91	
	(ii) Trade Receivables	11.2	7,591.40		5,834.56		6,815.27		5,801.33	
	(iii) Cash and cash equivalents	11.3	6,076.00		14,537.44		25,906.76		13,212.14	
	(iv) Other Bank Balances	11.4	37,805.50		32,993.78		21,313.07		20,577.77	
	(v) Loans	11.5	30.50		802.14		17.05		204.71	
	(vi) Others	11.6	6,495.60		2,661.68		2,218.90		1,429.23	
	(c) Current Tax Assets (Net)		228.20		55.72		191.04		184.74	
	(d) Other current assets	12	7,468.40		8,218.70		7,117.78		8,084.36	
	Total Current assets			70,980.40		68,996.53		66,366.23		51,322.55
	Total Assets			**96,135.60**		**92,314.11**		**81,394.06**		**65,210.01**
II.	**EQUITY AND LIABILITIES**									
1	**Equity**									
	(a) Equity Share Capital	13	940.50		989.80		197.96		197.96	
	(b) Other Equity	14	36,253.01		37,181.28		36,191.19		34,335.50	
	Equity attributable to Owners of the parent		37,193.51		38,171.08		36,389.15		34,533.46	

	Particulars	Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
	Non Controlling Interest		-		196.21		218.45		212.84	
	Total Equity			37,193.51		38,367.29		36,607.60		34,746.30
2	**Liabilities**									
(i)	**Non-current liabilities**									
	(a) Financial Liabilities	15								
	(i) Trade Payables	15.1	-		4.55		56.31		82.00	
	(ii) Other financial liabilities	15.2	3,100.50		1,292.68		1,108.63		871.94	
	(b) Provisions	16	768.42		762.26		1,497.80		3,384.95	
	(c) Other Non-Current Liabilities	17	8,580.10		18,263.27		9,648.02		926.16	
	Total Non-current liabilities			12,449.02		20,322.76		12,310.76		5,265.05
(ii)	**Current liabilities**									
	(a) Financial Liabilities	18								
	(i) Trade payables	18.1	4,715.00		3,599.00		4,003.82		4,425.57	
	(ii) Other financial liabilities	18.2	4,769.20		5,635.82		5,132.62		5,270.90	
	(b) Other current liabilities	19	34,039.30		21,165.71		19,171.12		11,001.73	
	(c) Provisions	16	2,750.28		2,985.20		3,542.65		3,276.51	
	(d) Current Tax liability (Net)		219.30		238.33		625.49		1,223.95	
	Total Current liabilities			46,493.08		33,624.06		32,475.70		25,198.66
	Total Equity and Liabilities			**96,135.60**		**92,314.11**		**81,394.06**		**65,210.01**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 58

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-II
RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs in million)

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
I.	**Revenue :**					
	Revenue from operations	20	24,129.40	29,480.63	23,769.99	28,761.66
	Add :- Company share of turnover in Integrated Joint operations		129.60	899.01	1,039.25	886.17
			24,259.00	30,379.64	24,809.24	29,647.83
II.	Other income	21	1,653.26	2,633.84	4,277.13	2,677.22
III.	**Total Income (I + II)**		25,912.26	33,013.48	29,086.37	32,325.05
IV.	**Expenses:**					
	Operating Expenses	22	20,717.05	24,904.73	19,235.88	20,278.82
	Employee benefits expenses	23	1,700.10	1,560.74	1,806.85	1,943.79
	Finance costs	24	521.10	586.52	432.97	287.31
	Depreciation, amortization and impairment	25	121.20	266.70	308.97	220.47
	Other Expenses (Administrative)	22	255.40	366.53	268.15	307.93
	Proportionate share of expenses in Integrated Joint operations		82.30	563.94	972.45	862.31
	Total Expenses (IV).		23,397.15	28,249.16	23,025.27	23,900.63
V.	**Profit/(loss) before share of profit/(loss) of joint venture and exceptional items and tax (III-IV)**		2,515.11 --	4,764.32	6,061.10	8,424.42
VI.	Exceptional items	27A	--	736.94	-	-
VII.	Share in Profit/(Loss) of Joint Ventures		96.20	56.02	54.89	(78.58)
VIII.	Profit before tax (V + VI + VII)		2,611.31	5,557.27	6,116.00	8,345.84

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
IX	Tax expenses:	`				
	(1) Current tax	8				
	- For the year		661.50	1,233.39	1,568.26	1,976.06
	- For earlier years (net)		-	(183.41)	50.72	407.74
	(2) Deferred tax (net)		73.30	665.45	565.94	331.73
	Total Tax Expense		734.80	1,715.43	2,184.92	2,715.53
X	**Profit for the year from continuing operation (VIII - IX)**		**1,876.51**	**3,841.84**	**3,931.08**	**5,630.31**
XI	Profit/(loss) from discontinued operations		-	-	-	-
XII	Tax Expense of discontinued operations		-	-	-	-
XIII	Profit/(loss) from discontinued operations (after tax) (XI-XII) before share of J.V and Minority Interest		-	-	-	-
X	**Profit/(loss) for the period (X+XIII)**		**1,876.51**	**3,841.84**	**3,931.08**	**5,630.31**
XI	**Other Comprehensive Income**	26				
	A. (i) Items that will not be reclassified to profit or loss		-	48.18	13.19	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		-	(16.67)	(4.56)	(1.06)
	B. (i) Items that will be reclassified to profit or loss		370.70	161.58	(574.61)	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		-128.30	(55.92)	259.35	(35.48)
			242.40	**137.17**	**(306.63)**	**70.97**
XII	**Total Comprehensive Income for the year (X +XI) before share of J.V and Non Controlling Interest (Comprising profit and other comprehensive income for the year)**		**2,118.91**	**3,979.01**	**3,624.44**	**5,701.28**
	Total Comprehensive Income attributable to					

	Particulars	Note No.	For the period ending on 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
	Owners of the parent		**2,118.91**	**4,001.22**	**3,618.83**	**5,710.97**
	Less: Non Controlling Interest		**-**	**(22.24)**	**5.61**	**(9.69)**
XIII	**Total Comprehensive Income after share of Non Controlling Interest**		**2,118.91**	**3,978.98**	**3,624.44**	**5,701.28**
XIII	Earnings Per Equity Share:					
	(For Continuing Operation)					
	(1) Basic	49	18.98	38.81	39.72	284.42
	(2) Diluted		18.98	38.81	39.72	284.42

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 58

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-III
RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOWS

(Rs in million)

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation		2,611.31	5,557.27	6,116.00	8,345.84
Adjustment for :					
Items of Other Comprehensive Income		370.70	209.76	(561.42)	107.51
Depreciation, amortization and impairment		121.20	266.85	308.96	220.91
Profit on sale of assets (net)		(19.00)	(3.21)	(8.63)	14.25
Profit on Sale of Investments		-	(736.94)	-	-
Interest Income		(888.02)	(2,006.87)	(2,404.78)	(2,147.15)
Dividend Income		(119.20)	(33.67)	(55.38)	(31.23)
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		377.60	384.58	(1,084.28)	(173.31)
Operating Profit before working capital changes	**(1)**	**2,454.59**	**3,637.78**	**2,310.46**	**6,336.82**
Adjustment for :					
Decrease / (Increase) in Trade Receivables / Financial Assets - Loans		(1,763.60)	207.63	(1,080.60)	1,860.36
Decrease / (Increase) in Inventories		343.60	12.85	(261.86)	43.62
Decrease / (Increase) in Other Assets & Financial Assets		(3,450.40)	(2,850.50)	500.88	745.19
(Decrease) / Increase in Trade Payables		1,116.00	(404.82)	(421.75)	(1,450.23)
(Decrease) / Increase in Other Liabilities, Financial Liabilities & Provisions		3,289.08	9,142.62	14,448.71	1,504.01
	(2)	**(465.62)**	**6,107.78**	**13,185.38**	**2,702.95**
Cash generated from operation	**(1+2)**	**1,988.97**	**9,745.56**	**15,495.85**	**9,039.78**
Income Tax Paid		(372.09)	(564.61)	(1,081.56)	(1,454.30)
NET CASH FROM OPERATING ACTIVITIES	**(A)**	**1,616.89**	**9,180.95**	**14,414.29**	**7,585.48**
CASH FLOW FROM INVESTING ACTIVITIES					

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Purchase of Property, Plant and Equipment including CWIP		(2,036.50)	(4,867.14)	(710.52)	(192.37)
Purchase of Intangible Assets/Intangible Assets under Dev.		(0.80)	(69.66)	(11.51)	(271.18)
Purchase / Proceeds of Investment Property		(376.16)	(292.08)	(78.31)	(2,430.01)
Sale of Property, Plant and Equipments& Intangible Assets		3.90	60.45	37.91	205.92
Sale of Investments		-	792.28	-	500.00
Investments in Mutual Funds		(1,735.60)	(1,174.33)	(696.24)	798.48
Loan to Subsidiaries & Joint Ventures		1,560.00	(195.00)	(284.97)	(608.15)
Repayment of Loan from Subsidiaries & Joint Ventures		-	-	1,499.89	
(Decrease) / Increase in Minority Interest		(196.20)	-	-	
Interest Received		1,282.54	1,248.92	2,071.99	2,317.22
Dividend Received		119.20	33.67	55.38	31.23
Investment in Equity Shares		(412.98)	(1,802.99)	(507.20)	305.25
Investment in Bonds		(0.10)	0.22	(1,251.87)	-
(Investment) / Maturity of Bank Deposits (having maturity of more than 3 months)		(4,811.80)	(11,680.71)	(735.30)	(8,677.06)
NET CASH FROM INVESTING ACTIVITIES	**(B)**	**(6,604.50)**	**(17,946.38)**	**(610.76)**	**(8,020.67)**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(1,170.50)	(2,217.38)	(2,191.99)	(1,899.73)
Payment of fee for increase in share capital		(19.80)			
Derecognition of Equity in Subsidiary		(0.20)			
Payment for Buy Back of shares		(1,905.90)			
Share Issue Expenses			(1.93)	(1.20)	-
NET CASH FROM FINANCING ACTIVITIES	**(C)**	(3,096.40)	**(2,219.31)**	**(2,193.19)**	**(1,899.73)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(377.60)**	**(384.58)**	**1,084.28**	**173.31**
NET DECREASE IN CASH & CASH EQUIVALENT	**A+B+C+D)**	**(8,461.60)**	**(11,369.32)**	**12,694.62**	**(2,161.61)**

		31st December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**14,537.60**	**25,906.76**	**13,212.14**	**15,373.75**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**6,076.00**	**14,537.44**	**25,906.76**	**13,212.14**
NET DECREASE IN CASH & CASH EQUIVALENT	**(F - E)**	**(8,461.60)**	**(11,369.32)**	**12,694.62**	**(2,161.61)**

Note: 1. Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statements)
2. Figures in brackets represent outflow of cash.

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 58

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-IV

IRCON INTERNATIONAL LIMITED
RESTATED CONSOLIDATED SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH 2016
A. Equity share capital

(Rs in Million)

Particulars	
Balance as at March 31, 2014	**197.96**
Shares issued during the year	-
Balance as at March 31, 2015	**197.96**
Shares issued during the year	-
Balance as at March 31, 2016	**197.96**

B. Other Equity

Particulars	Reserve & Surplus			Items of Other Comprehensive Income	Other equity attributable to parent	Equity attributable to Non Controlling Interest (NCI)	Total
	General Reserves	Retained Earnings	CSR	Exchange differences on translating the financial statement of a foreign operation			
Balance as at April 01, 2014	**30,565.29**	**83.21**	**17.16**	**(22.60)**	**30,643.06**	**203.15**	**30,846.21**
Changes in accounting policy or prior period errors		(98.87)	-	-	**(98.87)**		**(98.87)**
Restated balance at the beginning of the reporting period	**30,565.29**	**(15.66)**	**17.16**	**(22.60)**	**30,544.19**	**203.15**	**30,747.34**
Profit for the year		5,620.62			5,620.62	9.69	5,630.31
Other Comprehensive Income							
Remeasurment of Defined Benefit Plans		2.06			2.06		2.06
Foreign Exchange translation difference				68.91	68.91		68.91
Total Comprehensive Income for the year	**-**	**5,622.68**	**-**	**68.91**	**5,691.59**	**9.69**	**5,701.28**
Transfer from CSR Activities Reserve		17.16			17.16		17.16
Transfer to Retained Earnings			(17.16)		(17.16)		(17.16)
Dividends Paid		(1,603.48)			(1,603.48)		(1,603.48)
Dividend Distribution Tax		(296.26)			(296.26)		(296.26)

Particulars	Reserve & Surplus			Items of Other Comprehensive Income	Other equity attributable to parent	Equity attributable to Non Controlling Interest (NCI)	Total
	General Reserves	Retained Earnings	CSR	Exchange differences on translating the financial statement of a foreign operation			
Changes in Carrying value of investments in Joint Ventures Other than share n profit/(loss)		(0.54)			(0.54)		(0.54)
Bonus Issue							-
Balance as at March 31, 2015	**30,565.29**	**3,723.90**	**-**	**46.31**	**34,335.50**	**212.84**	**34,548.34**
Effect of Ind As adjustments made during the Fy 14-15 (Not to carried forward)	2,538.61	(2,327.45)	-	218.88	430.05	-	430.05
Restated balance at the beginning of the reporting period	**33,103.90**	**1,396.45**	**-**	**265.19**	**34,765.55**	**212.84**	**34,978.39**
Profit for the year		3,925.47			3,925.47	5.61	3,931.08
Other Comprehensive Income							-
Remeasurment of Defined Benefit Plans		8.63			8.63		8.63
Foreign Exchange translation difference				**(315.26)**	(315.26)		(315.26)
Total Comprehensive Income for the year		**3,934.09**		**(315.26)**	3,618.83		3,618.83
Transfer from CSR Activities Reserve							-
Transfer to Retained Earnings							-
Dividends Paid		(1,821.23)			(1,821.23)		(1,821.23)
Dividend Distribution Tax		(370.76)			(370.76)		(370.76)
Share Issue Expenses		(1.20)			(1.20)		(1.20)
Changes in Carrying value of investments in Joint Ventures Other than share n profit/(loss)							-
Balance as at March 31, 2016	**33,103.90**	**3,137.35**	**-**	**(50.07)**	**36,191.19**	**218.45**	**36,409.64**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 58

As per our Report of even date attached	**For and on behalf of Ircon International Limited**	
For K G Somani& Co.	**M. K. Singh**	**S. K. Chaudhary**
Chartered Accountants	Director Finance	Chairman & Managing Director
FRN : 006591N	DIN – 06607392	DIN - 00515672
Ashish Kumar Batta	**Ritu Arora**	
Partner	Company Secretary	
M. No. 095597		

Place : New Delhi

Date : March 20, 2018

ANNEXURE-IV
IRCON INTERNATIONAL LIMITED
RESTATED CONSOLIDATED SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH 2017

A. Equity share capital

Particulars	(Rs in Million)
Balance as at March 31, 2016	**197.96**
Shares issued during the year	791.84
Balance as at March 31, 2017	**989.80**

B. Other Equity

Particulars	Reserve & Surplus		Items of Other Comprehensive Income	Other equity attributable to parent	Equity attributable to Non Controlling Interest (NCI)	Total
	General Reserves	Retained Earnings	Exchange differences on translating the financial statement of a foreign operation			
Balance as at April 01, 2016	**33,103.90**	**2,865.71**	**(50.07)**	**35,919.55**	**218.45**	**36,138.00**
Changes in accounting policy or prior period errors		271.64	-		-	-
Restated balance at the beginning of the reporting period	**33,103.90**	**3,137.35**	**(50.07)**	**36,191.19**	**218.45**	**36,409.64**
Profit for the year	-	3,864.08	-	3,864.08	(22.24)	3,841.84
Other Comprehensive Income						
Remeasurement of Defined Benefit Plans	-	31.51	-	31.51	-	31.51
Foreign Exchange translation difference	-	-	105.66	105.66	-	105.66
Total Comprehensive Income for the year	**-**	**3,895.59**	**105.66**	**4,001.25**	**(22.24)**	**3,979.01**
Dividends Paid		(1,842.34)	-	(1,842.34)	-	(1,842.34)
Dividend Distribution Tax		(375.05)	-	(375.05)	-	(375.05)
Share Issue Expenses		(1.93)	-	(1.93)	-	(1.93)
Bonus Issue		(791.84)		(791.84)		(791.84)
Balance as at March 31, 2017	**33,103.90**	**4,021.79**	**55.59**	**37,181.28**	**196.21**	**37,377.49**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information **3 to 58**

As per our Report of even date attached **For and on behalf of Ircon International Limited**

For K G Somani& Co. **M. K. Singh** **S. K. Chaudhary**

Chartered Accountants Director Finance Chairman & Managing Director

FRN : 006591N DIN – 06607392 DIN - 00515672

Ashish Kumar Batta | **Ritu Arora**

Partner | Company Secretary

M. No. 095597

Place : New Delhi

Date : March 20, 2018

ANNEXURE-IV
IRCON INTERNATIONAL LIMITED
RESTATED CONSOLIDATED SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31st DECEMBER 2017

A. Equity share capital

Particulars	**(Rs in million)**
Balance as at March 31, 2017	**989.80**
Shares issued during the year	-
Shares buy back during the year	(49.30)
Balance as at December 31, 2017	**940.50**

B. Other Equity

Particulars	**Reserve & Surplus**			**Items of Other Comprehensive Income**	**Other equity attributable to parent**	**Equity attributable to Non Controlling Interest (NCI)**	**Total**
	General Reserves	**Retained Earnings**	**Capital Redemption Reserve**	**Exchange differences on translating the financial statement of a foreign operation**			
Balance as at April 01, 2017	**33,103.90**	**4,021.79**	**-**	**55.59**	**37,181.28**	**196.21**	**37,377.49**
Changes in accounting policy or prior period errors	-	-	-	-	-	-	-
Restated balance at the beginning of the reporting period	**33,103.90**	**4,021.79**	**-**	**55.59**	**37,181.28**	**196.21**	**37,377.49**
Profit for the year		1,876.51			1,876.51		1,876.51
Other Comprehensive Income							**-**
Remeasurement of Defined Benefit Plans							-
Foreign Exchange translation difference				242.40	242.40		242.40

Total Comprehensive Income for the year		**1,876.51**		**242.40**	**2,118.91**		**2,118.91**
Dividends Paid		(972.50)			(972.50)		(972.50)
Dividend Distribution Tax		(198.00)			(198.00)		(198.00)
Derecognition of Equity Component of Subsidiary		(0.20)			(0.20)		(0.20)
Buy Back of Equity Shares			49.30		49.30		49.30
Derecognition of Non controlling interest of Subsidiary						(196.21)	(196.21)
Payment for Buy Back of Shares		(1,905.92)			(1,905.92)		(1,905.92)
Payment of Fee for increase in Authorised Capital		(19.86)			(19.86)		(19.86)
Balance as at December 31st , 2017	**33,103.90**	**2,801.82**	**49.30**	**297.99**	**36,253.01**	**-**	**36,253.01**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information **3 to 58**

As per our Report of even date attached

For K G Somani& Co.

Chartered Accountants

FRN : 006591N

Ashish Kumar Batta

Partner

M. No. 095597

Place : New Delhi

Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh

Director Finance

DIN – 06607392

S. K. Chaudhary

Chairman & Managing Director

DIN - 00515672

Ritu Arora

Company Secretary

ANNEXURE V

Notes forming part of the Restated financial information for the period ended on 31st December 2017, year ended March 31, 2017, 2016 and 2015.

1. Group Information

The Consolidated financial statements comprise financial statement of Ircon International Limited (the Holding Company) and its subsidiaries & Joint Ventures (collectively referred to as “the Group”) for the period ended on 31 December 2017. The Holding Company is a public sector construction Company domiciled in India and is incorporated under the provision of companies Act, with specialization in execution of Railway projects on turnkey basis and otherwise. The Holding Company is an ISO certified Company for Quality, Environment and Occupational Health and Safety Management systems; a Schedule ‘A’ public sector Company and a Mini Ratna-Category I. After commencing business as a Railway construction company it diversified progressively along with its subsidiaries and Joint Ventures (“the Group”) to roads, buildings, electrical substation and distribution, airport construction, commercial complexes, as well as metro rail works. The Group caters to both domestic and international markets. The registered office of the Holding Company is located at Plot no. C - 4, District Centre, Saket, New Delhi -110017 India.

The restated Consolidated Summary Statement of Assets & Liabilities of the Group for the period ended on 31st Dec. 2017, as at March 31, 2017, 2016 and 2015 and the related Restated Consolidated Summary Statement of Profit & Loss, Restated Consolidated Summary Statement of Changes in Equity and Restated and Cash flows for the period ended on 31st December 2017, March 31, 2017, 2016 & 2015 have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India(‘”SEBI”) in connection with proposed Initial Public Offering.

These Restated Financial Information have been prepared in accordance with Indian Accounting Standards (“Ind AS”) notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These Restated Financial Information have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 (“the SEBI regulations”) as amended from time to time.

The Consolidated Proforma financial information of the Group as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 (“SEBI Circular”). As envisaged by the SEBI Circular, the Group has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proforma Ind AS financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

2. Significant Accounting Policy under Ind AS (Consolidated)

(i). Basis of Preparation

a) Statement of Compliance

These consolidated financial statements as at and for period ended on 31st December, 2017 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

For all periods up to and including the year ended 31 March 2016, the group prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). The financial statements for the year ended 31 March 2017 are group’s first IND AS financial statements.

Refer to separate note no.29 for information on how the group has adopted Ind AS.

b) Basis of Measurement

These consolidated financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS.

i. Defined benefit Plan and other long-term employee benefits
ii. Certain financial assets and liabilities measured at fair value.
iii. Provisions as per para 11 (D) below, where time value of money is material.

C) Use of estimates and judgment

The preparation of consolidated financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenue and expenses. Actual results may differ from these estimates.

Key accounting estimates:

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Provisions – At each balance sheet date on the basis of the management judgment, changes in facts and legal aspects, the group assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Revenue – The Holding Company recognises revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scopes, claims (compensation, rebates etc.) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the Group used the available contractual and historical information.

Property, plant and Equipment – Property, plant and Equipment represent a significant proportion of the asset base of the group. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognized in the period in which the results are known /materialize.

d) The consolidated financial statements are reported in Indian rupees and all values are rounded to the nearest crore rupees with two decimal points except where otherwise stated.

(ii). Basis of Consolidation

i) Subsidiaries

Subsidiaries are all entities (including structured entities) over which the group has control. The group controls an entity when the group is exposed to, or has rights to, variable returns from its involvement with the entity and has the ability to affect those returns through its power to direct the relevant activities of the entity. Subsidiaries are fully consolidated from the date on which control is transferred to the group. They are deconsolidated from the date that control ceases.

The consolidated financial statements of Ircon International Limited and its subsidiaries have been consolidated on a line- by-line basis by adding together the book value of the like items of assets, liabilities, income and expenses, after eliminating intra-group balances and unrealized profits/losses on intra-group transactions, Unrealised losses are also eliminated unless the transaction provides evidence of an impairment of the transferred asset. Accounting policies of subsidiaries have been changed where necessary to ensure consistency with the policies adopted by the group.

Non-controlling interests in the results and equity of subsidiaries are shown separately in the consolidated statement of profit and loss, consolidated statement of changes in equity and balance sheet respectively.

When the Group loses control over a subsidiary, it derecognises the assets and liabilities of the subsidiary, and any related NCI and other components of equity. Any interest retained in the former subsidiary is measured at fair value at the date the control is lost. Any resulting gain or loss is recognised in profit or loss.

ii) Joint Arrangement

Under Ind AS 111 Joint Arrangements, investments in joint arrangements are classified as either joint operations or joint ventures. The classification depends on the contractual rights and obligations of each investor, rather than the legal structure of the joint arrangement. Ircon International Limited has both joint operations and joint ventures.

(a) Joint operations

Group recognises its direct right to the assets, liabilities, revenues and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenues and expenses. These have been incorporated in the standalone financial statements under the appropriate headings.

(b) Joint ventures

Interests in joint ventures are accounted for using the equity method (see 2(iii)), after initially being recognised at cost in the consolidated balance sheet.

iii) Equity method

Under the equity method of accounting, the investments are initially recognised at cost and adjusted thereafter to recognise the group's share of the post-acquisition profits or losses of the investee in profit and loss, and the group's share of other comprehensive income of the investee in other comprehensive income. Dividends received or receivable from associates and joint ventures are recognised as a reduction in the carrying amount of the investment.

When the group's share of losses in an equity-accounted investment equals or exceeds its interest in the entity, including any other unsecured long-term receivables, the group does not recognise further losses, unless it has incurred obligations or made payments on behalf of the other entity.

Unrealized gains on transactions between the group and its joint ventures are eliminated to the extent of the group's interest in these entities. Unrealized losses are also eliminated unless the transaction provides evidence of an impairment of the asset transferred. Accounting policies of equity accounted investees have been changed where necessary to ensure consistency with the policies adopted by the group.

The carrying amount of equity accounted investments is tested for impairment in accordance with the policy of impairment.

(iii). Statement of Cash flow

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the group are segregated based on the available information.

(iv). Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the group operates. (i.e Functional Currency). The financial statements are presented in Indian rupees, which is the presentation as well as Functional currency of the group.

(a) *Transactions of Indian operations:*

i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

ii. Property, plant and Equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items (Trade receivables, trade payables, Cash and Bank, Loans and Borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing **closing selling rates for Liabilities and closing buying rate for Assets,** at each reporting date.

iv. Foreign Exchange Gains or Losses in respect of above transactions are recognized in Statement of profit and loss.

(b) *Transactions of Foreign operations:*

i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

ii. Property, plant and Equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items (Trade receivables, trade payables, Cash and Bank, Loans and Borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing **closing selling rates for Liabilities and closing buying rate for Assets,** at each reporting date.

iv. Foreign Exchange Gain or Losses in respect of above transactions are recognized in profit and loss account.

The result and financial position of foreign operation that have a functional currency different from the presentation currency are translated in to presentation currency as follows.

i. Assets/Liabilities - Closing **selling rates for Liabilities and closing buying rate for Assets** on the reporting date.

ii. Income/Expenses – Average exchange rate during the year.

iii. Exchange differences on translation of functional currency to presentation currency are – recognised in OCI (Other comprehensive income)

iv. On disposal of Foreign Operation (on realization of complete receivables from client) transfer the component of OCI (Other comprehensive income) to profit or loss relating to respective foreign operation.

(v). Property, plant and equipment

1. Freehold land is carried at historical cost. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.
2. The machinery spares which can be used only in connection with an item of Property, Plant and Equipment and whose use is expected to be irregular are capitalized & depreciated/amortized over the balance life of such Property, Plant and Equipment.
3. Subsequent cost relating to property, plant & equipment shall be recognized as an asset if:
   a) it is probable that future economic benefits associated with the items will flow to the entity; and
   b) the cost of the item can be measured reliably.
4. Cost of asset includes the following
   i. Cost directly attributable to the acquisition of the assets
   ii. Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent the expenditure is directly related to construction or is incidental thereto.
   iii. Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

5. Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalized if the recognition criteria are met.

6. An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement.

7. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress. Expenses directly attributable to project, prior to commencement of commercial operation, are considered as project development expenditure and shown under Capital Work-in-Progress.

Transition to Ind AS

On transition to Ind AS. The group has opted to continue with the carrying value of all its property, plant and equipment recognised as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and equipment.

Depreciation

(a) Depreciation on Property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

(b) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

(c) The estimated useful life of assets for current period of significant items of property plant and equipment are as follows:

Particulars	**Useful Life (yrs.)**
Building/flats residential/non-residential	60
Plant and Machinery	8-15
Survey instruments	10
Computers	3-6
Office Equipment’s	5
Furniture and fixtures	10
Caravanas, Camps and temporary shed	3-5
Vehicles	8-10

(d) Leasehold land and improvements are amortized over the lower of estimated useful life and lease term.
(e) Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.
(f) Property plant and equipment acquired during the year, individually costing up to Rs. 5000/- are fully depreciated, by keeping Re. 1 as token value for identification. However, Mobile phones provided to employees are charged to revenue irrespective of its value.

(vi). Intangible Assets/Intangible assets under development
I. Other than service concession arrangement
(a) Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

(b)Intangible assets under development represent ongoing expenditure incurred and carried at cost.

Amortization of Intangible Assets
(a) Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.

The estimated useful life of intangibles is as follows:

Intangible Assets	Useful Life	Internally generated or self-generated
Software	Finite (36 months)	Acquired

(b) Amortization methods, useful lives and residual values are reviewed at each reporting date.

(c) Software cost up to Rs. 1 Lakhs in each case is fully amortized in the year of purchase, by keeping Rs. 1 as token value for identification.

II. Toll Collection Right (Toll Road Service Concession Arrangement)
The subsidiary companies recognize an intangible asset arising from service concession arrangement when it has a right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade service in a service concession agreement is measured at fair value on initial recognition by reference to the fair value of the services provided. Subsequent to initial recognition, the intangible asset is measured at cost, less accumulated amortization and accumulated impairment losses.

The estimated useful life of an intangible asset in a service concession arrangement is the period from where the subsidiary is able to charge the public for use of infrastructure to the end of the concession period.

Toll collection right is amortized using straight line method on pro-rata basis from the date of addition or from the date when the right brought in to service to the expiry of concession period.

Amortization methods and useful lives are reviewed at each reporting date, with the effect of change in estimate accounted for on a prospective basis.

The carrying value of intangible asset is reviewed for impairment annually or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.

Financial asset model
The Subsidiary Companies recognizes a financial asset arising from a service concession arrangement when it has unconditional contractual right to receive cash or another financial asset from grantor for the construction or upgrade service provided. Such financial assets are measured at fair value on initial recognition and classified as loans and receivables.

Subsequent to initial recognition, the financial assets are measured at amortized cost. Under this model financial asset will be reduced as and when grant has received from grantor.

III. Station development rights

Intangible assets under development represents ongoing expenditure incurred in respect of the Consultancy Project and is carried at cost. Cost includes all direct expenditure incurred including Staff Expenditure for that particular project for which the Staff is posted and indirect expenditure in the nature of depreciation of fixed assets, insurance premium & rent etc. will be split between Project Expenses and Corporate Office Expenses in ratio of 75% and 25% respectively. The 75% Project Expenses are equally distributed among the number of Stations.

Intangibles are amortised on a systematic basis over the revenue pattern it will generate. The evaluation of recoverability of intangible assets is done periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Transition to Ind AS

On transition to Ind AS the group has opted to continue with the carrying value of all of its Intangible assets recognized as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of intangible assets.

(vii). Investment properties

a) Investment property comprises completed property, property under construction and property held under a finance lease that is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

b) Investment Properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

c) The group depreciates building component of investment property over 60 years from the date of original purchase/completion of construction.

d) Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

(viii). Inventories

(a) **Construction Work in Progress**

Construction work-in-progress is valued at cost till such time the outcome of the job cannot be ascertained reliably and at realizable value thereafter. Site mobilization expenditure to the extent not written off valued at cost.

(b) **Others**

(i) In Cost Plus contracts, the cost of all materials, spares and stores not reimbursable as per the terms of the contract is shown as inventory valued as per (III) below.

(ii) In Item Rate and Lump Sum Turnkey contracts, the cost of all materials, spares (other than capitalized) and stores are charged to Statement of Profit and Loss in the year of use.

(iii) Inventories are valued at lower of the cost arrived at on First in First out (FIFO) basis and net realizable value.

(iv) Loose tools are expensed in the year of purchase.

(ix). Cash and Cash Equivalents

Cash and cash equivalent in the Balance sheet comprise of cash at bank, cash in hand, other short term deposits with banks with an original maturity of three months or less and highly liquid investments, that are readily convertible to known amount of cash and which are subject to insignificant risk of changes in value and Bank overdraft.

For the purpose of statement of cash flow, cash and cash equivalents consist of cash and short term bank deposits etc., as defined above, net of outstanding bank overdrafts since they are considered integral part of the group's cash management."

(x). Government Grant

Grant from the government are recognized at their fair value where there is a reasonable assurance that the grant will be received and the subsidiary companies will comply with all attached conditions. Government grant relating to income are deferred and recognized in the profit or loss over the period necessary to match them with the costs that there intended to compensate and presented within contract revenue.

(xi). Provisions

A- Provision for Maintenance

a) In Cost Plus contract, no provision for maintenance is required to be made where cost is reimbursable.

b) Item Rate and Lump Sum turnkey contracts, provision is made for maintenance to cover group's liability during defect liability period keeping into consideration the contractual obligations, the obligations of the sub- contractors, operating turnover and other relevant factors.

c) Provision for unforeseen expenditure during design guarantee period is made based on risk perception of management in each contract assessed at the end of each financial year. This shall, however, be subject to a minimum of Rs. 50 lakhs and maximum of the amount of Design guarantee specified in Contract Agreement with the Client.

B- Provision for Demobilization

Provision for demobilization to meet the expenditure towards demobilisation of Manpower and Plant & Equipment is made in foreign projects.

C- Others

Provision is recognized when:

i) The group has a present obligation as a result of a past event,
ii) A probable outflow of resources is expected to settle the obligation and
iii) A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each Balance Sheet date.

D- Discounting of Provisions

Provision recognised as per above point a, b and c which expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

(xii). Revenue Recognition

(a) Contract Revenue Recognition

Contract revenue is measured at the fair value of the consideration received or receivable recognized to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Depending on the nature of contract, revenue is recognized as under-

(i) In cost plus contracts, revenue is worked out by including eligible items of expenditure in the bills raised on the clients and charging specified margin thereon.
(ii) In fixed price contracts, revenue is recognized using the percentage of completion method. The percentage of completion is determined as a proportion of cost incurred of work certified up to the reporting date to the total estimated cost of the contract. Full provision is made for any loss in the period in which it is foreseen.
(iii) Claims/Arbitration Awards (including interest thereon) which are granted in favour of the group, being in the nature of additional compensation under the terms of the contract are accounted as contract revenue when they are granted and where it is certain to realize the collection of such claims/awards.
(iv) Revenue does not include Sales Tax/VAT/WCT/Service Tax/GST etc.

(b) Construction contract revenue under service concession arrangement

Revenue related to construction or upgrade services under a service concession arrangement of subsidiary companies is recognized based on the stage of completion of the work performed, when the outcome of construction contract can be measured reliably, and where the outcome of construction contract cannot be measured reliably revenue is recognized only to the extent of contract cost incurred that is probable will be recoverable.

(c) Toll Fee

Toll Fee collection from the users of facility is accounted for as and when the amount is due and recovery is certain.

d) Other Revenue Recognition

(i) Dividend income is recognized when the right to receive payment is established.
(ii) Interest income is recognized taking into account the amount outstanding and the interest rate applicable using Effective Interest rate Method.

(xiii). Leases

a) Group as a lessee

Finance Lease:

(i) that transfers substantially all the risks and rewards incidental to ownership of an asset

(ii) are capitalised at lease inception at lower of fair value or present value of minimum lease payment

(iii) payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

(iv) Finance charges are recognised in finance costs in the statement of profit and loss.

(v) Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease:

(i) is classified as operating lease when significant portion of the risk and rewards are not transferred to the group.

(ii) payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

b) Group as a lessor

Finance Lease:

(i) is recognised when substantially all of the risks and rewards of ownership transfer from the group to the lessee.

(ii) Payment due are recorded as receivables at the group's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease:

(i) are the leases in which the group does not transfer substantially all the risks and rewards of ownership to the lessee.

(ii) incomes are recognized as income in the statement of profit & loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

(xiv). Liquidated Damages and Escalations

(i) Liquidated damages/penalties (LD) due to delays arising out of the contractual obligations and provisionally withheld from contractors/under dispute are adjusted against contract cost only on final decision in this regard. However, LD recovered/withheld by client is accounted for on recovery/withholding & adjusted against contract revenue. Possible Liquidated Damages in cases where extension is granted by the client subject to their right for levy of penalty is shown as contingent liability.

(ii) Escalation receivable/payable is accounted for as per the provisions of the contract. Escalation receivable but not certified before close of project accounts is included in work- in- progress.

(xv). Research and development Expenses

1. Research costs are expensed as incurred.
2. Development expenditures on an individual project are recognised as an intangible asset when the Group can demonstrate:
   - The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
   - Its intention to complete and its ability and intention to use or sell the asset
   - How the asset will generate future economic benefits
   - The availability of resources to complete the asset
   - The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses.
Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.
During the period of development, the asset is tested for impairment annually.

(xvi). Mobilization Expenses

The initial contract expenses on new projects for mobilisation will be recognised as construction work in progress in the year of incidence, and pro rata charged off to the project over the years at the same percentage as the stage of completion of the contract as at the end of financial year.

(xvii). Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. At each reporting date group assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Statement of Profit & Loss. . For the purpose of assessing impairment, assets that cannot be tested individually are grouped in to the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash infows from other assets or group of assets (the cash-generating units).

(xviii). Borrowing Cost

Borrowing cost in ordinary course of business are recognized as expense of the period in which they are incurred. Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of such assets upto the commencement of commercial operations.

(xix). Employee Benefits

a) Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid for the services rendered are recognized as an expense during the period when the employees render the services.

b) Post-employment benefits & other Long Term Employee Benefits

(i) Retirement benefits in the form of provident fund and pension fund are defined contribution schemes. The contributions to the provident fund trust and pension trust are charged to the statement to the Profit and loss for the year when the contributions are due.

(ii) The Group has Defined benefit plans like Gratuity, LTC and other retirement benefits.

(iii) The Group has created a Trust for Gratuity. The cost of providing benefit is determined on the basis of actuarial valuation using the projected unit credit method at each year-end and is charged to the Statement of Profit & Loss.

(iv) Provision for Defined benefit plans is made based on actuarial valuation at the year end and Actuarial gains or losses are recognized through Other Comprehensive income.

(v) Post-retirement Medical benefits are made based on Actuarial valuation or amount available for contribution, whichever is less.

(vi) Other long term employee benefit includes leave encashment. Actuarial gains or losses on other long term employee benefits are recognized through statement of profit & loss.

(vii) Re-measurements of the net defined benefit liability (asset) recognized in other comprehensive income shall not be reclassified to profit or loss in a subsequent period.

(xx). Taxes

a. Current income tax

(i) Taxes including current income-tax are computed using the applicable tax rates and tax laws.

(ii) The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the group operates and generates taxable income.

(iii) Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

(iv) Current tax related to OCI Items is recognized in Other Comprehensive Income (OCI).

b. Deferred tax

i. Deferred income tax is recognized using balance sheet approach.

ii. Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

iii. Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

iv. The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

v. Deferred tax related to OCI Item are recognized in Other Comprehensive Income (OCI).

vi. Deferred tax liabilities are not recognised for temporary differences between the carrying amount and tax bases of investment in subsidiaries and interest in joint arrangements where the group able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

vii. Deferred tax assets are not recognised for temporary differences between the carrying amount and tax bases of investment in subsidiaries and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilized.

(xxi). Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided to the chief operating decision maker.
Accordingly, the group has identified two reporting segments viz. Domestic & International.

(xxii) Earning per share

In determining basic earnings per share, the group considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the wei-ghted average number of shares outstanding during the period. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

(xxiii). Contingent Liabilities and contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:

i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or

ii) A reliable estimate of the present obligation cannot be made; or

iii) A possible obligation, unless the probability of outflow of resource is remote.

(b) Contingent assets is disclosed where an inflow of economic benefits is probable.

(c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.

(d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

(xxiv). Fair Value Measurement

Group measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the group. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The group uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 —Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable
- Level 3 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the group determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the group analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the group verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The group also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the group has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(xxv). Dividend to equity holders

Dividend paid/payable shall be recognized in the year in which the related dividends are approved by shareholders or board of directors as appropriates.

(xxvi). Financial instruments

A. Initial recognition and measurement

Financial Instruments recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments. Financial assets and liabilities in respect of Security deposit with client and contractor, Retention money with client and contractor and Money withheld with client and contractor, where the effect of time value of money is not material, have been recognized at transaction value.

B. Subsequent measurement

B.1 Financial Assets

Financial assets are classified in following categories:

a). Debt instruments at Amortised Cost

Debt instrument shall be measured at amortised cost if both of the following conditions are met:

(a) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and

(b) the contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Such financial assets are measured at amortised cost using effective interest rate method less impairment, if any. The EIR amortisation is included in finance income in the statement of profit and loss.

Following financial assets are measured at amortised cost:-

(i) Trade receivable

(ii) Security deposit

(iii) Retention money

(iv) Money held with client

(v) Cash and cash equivalent

(vi) Loan and advances

(vii) Investment in Tax free bonds

b). Debt instruments at Fair value through Other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the **Fair value through other comprehensive income** if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent solely payment of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the group recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c) Debt instruments at fair value through Profit & Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instruments, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the group may elect to designate a debt instruments, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The group has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of P&L.

B. 2 Financial liabilities

a) Financial liabilities at Amortised Cost

Financial liabilities represented by trade and other payables, security deposits, retention money and money withheld etc. are subsequently carried at amortized cost using the effective interest rate method.

b) Financial liabilities at FVTPL

The group has not designated any financial liabilities at FVTPL.

C. De-recognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of Profit & Loss.

D. Impairment of financial assets:

Group applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The group follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the group to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition

Group assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss.

(xxvii). Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets classified as held for sale/distribution are presented separately in the balance sheet.

If the criteria stated by IND AS 105 “Non-current Assets Held for Sale” are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

(xxviii) Financial guarantees

Financial guarantee contracts issued by the company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

3 Restated CONSOLIDATED Summary Statement of Property, Plant and Equipment

(Rs in million)

	Freehold Land	**Lease hold Land**	**Lease hold Buildings**	**Freehold Buildings/Flats-Residential**	**Freehold Buildings/Flats-Non-Res.**	**Plant & Machinery**	**Survey Instruments**	**Computers**	**Mobile Hand set**	**Office Equipments**	**Furniture & Fixtures**	**Caravans, Camps and Temp. Sheds**	**Vehicles**	**Total**
Foot Notes	**(vi)**	**(v)**	**(iv)**		**(i)**	**(ii)**					**(vii)**			
Gross Carrying Amount (At Cost)														
At 1 April 2014	**0.64**	**363.89**	**424.44**	**92.99**	**143.58**	**4,118.93**	**37.72**	**89.87**	**2.54**	**79.22**	**84.91**	**67.33**	**198.89**	**5,704.95**
Additions	-	-	-	-	-	162.78	0.81	4.70	0.19	4.24	3.87	1.15	-	177.74
Disposals/Adjustments	-	-	-	(5.69)	(43.58)	(350.06)	(1.59)	(5.09)	(0.32)	(7.03)	(4.61)	(12.73)	(19.30)	(450.00)
At 31 March 2015 (Proforma)	**0.64**	**363.89**	**424.44**	**87.30**	**100.00**	**3,931.65**	**36.94**	**89.48**	**2.41**	**76.43**	**84.17**	**55.75**	**179.59**	**5,432.69**
Additions	-	-	4.78	-	1.21	27.14	2.04	8.62	0.34	9.69	6.27	61.01	-	121.10
Disposals/Adjustments	-	-	-	-	0.54	(93.04)	3.58	(6.41)	(0.85)	(14.49)	(6.55)	(2.55)	(22.98)	(142.75)
Additional impact due to componentisation in Fy 14-15 (Not to carried forward)	0.00	(0.00)	0.00	0.01	(0.00)	351.43	(0.08)	(0.09)	0.00	(0.08)	(0.14)	(0.07)	(0.28)	350.70

At 31 March 2016	**0.64**	**363.89**	**429.22**	**87.31**	**101.75**	**4,217.18**	**42.47**	**91.60**	**1.90**	**71.55**	**83.76**	**114.13**	**156.34**	**5,761.74**
Additions	71.06	-	-	10.80	-	6.97	4.97	9.22	0.02	10.24	8.51	14.10	6.02	141.91
Disposals/Adjustments	350.92	(350.92)	(245.33)	245.33	(13.21)	(480.85)	(8.67)	(10.40)	(1.42)	(6.53)	(4.32)	(6.12)	(66.08)	(597.61)
At 31 March 2017	**422.62**	**12.97**	**183.89**	**343.43**	**88.54**	**3,743.30**	**38.77**	**90.42**	**0.50**	**75.25**	**87.95**	**122.11**	**96.27**	**5,306.04**
Additions						5.60	1.90	27.10	-	5.00	4.60	1.90	23.00	69.10
Disposals/Adjustments	(0.02)	0.03	(110.19)	(253.43)	369.96	(27.20)	(7.47)	(2.42)	(0.50)	(2.25)	(3.25)	(8.81)	3.73	(41.84)
At 31st Dec 2017	**422.60**	**13.00**	**73.70**	**90.00**	**458.50**	**3,721.70**	**33.20**	**115.10**	**-**	**78.00**	**89.30**	**115.20**	**123.00**	**5,333.30**

Depreciation and impairment

At 1 April 2014	-	1.82	57.94	26.87	21.62	3,210.94	35.42	81.91	2.24	71.35	79.55	65.80	180.30	3,835.76
Depreciation charge for the year	-	0.13	8.05	9.02	11.72	158.91	0.23	3.87	0.21	2.54	1.61	0.16	2.07	198.52
Impairment	-	-	-	-	-	8.68	-	-	-	-	-	-	-	8.68
Disposals/Adjustments	-	-	-	(1.42)	(8.48)	(172.05)	(0.88)	(5.09)	(0.31)	(7.02)	(4.53)	(12.83)	(17.21)	(229.82)
At 31 March 2015 (Proforma)	-	1.95	65.99	34.47	24.86	3,206.48	34.77	80.69	2.14	66.87	76.63	53.13	165.16	3,813.14
Depreciation charge for the year	-	0.14	8.81	24.48	18.19	223.24	0.73	5.88	0.15	3.55	2.36	5.47	1.82	294.80
Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-	-	-	0.12	(57.73)	(5.75)	(5.88)	(0.78)	(13.36)	(5.99)	(2.39)	(21.70)	(113.47)
Additional impact due to componentisation in Fy 14-15 (Not to carried forward)	-	0.00	(0.39)	(7.62)	(9.57)	220.48	(0.57)	0.41	(0.01)	(0.61)	(0.10)	1.51	(0.16)	203.37
At 31 March 2016	**-**	**2.09**	**74.41**	**51.33**	**33.60**	**3,592.47**	**29.18**	**81.09**	**1.49**	**56.45**	**72.90**	**57.73**	**145.12**	**4,197.84**
Depreciation charge for the year	-	0.14	52.60	5.18	3.74	80.45	0.92	5.95	-	4.46	3.08	22.05	1.33	179.90
Impairment	-	-	-	-	-	12.59	-	-	-	-	-	-	-	12.59
Disposals/Adjustments	-	0.00	(32.34)	32.34	(4.42)	(429.97)	(6.70)	(10.00)	(1.49)	(16.61)	(3.42)	(6.03)	(61.73)	(540.37)
At 31 March 2017	**-**	**2.23**	**94.67**	**88.85**	**32.93**	**3,255.53**	**23.39**	**77.04**	**-**	**44.30**	**72.55**	**73.75**	**84.72**	**3,849.96**
Depreciation charge for the year	-	0.10	19.80	2.40	3.00	44.60	0.70	5.52	-	4.00	1.90	18.20	2.80	103.02

Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	-
Disposals/Adjustments	-	-0.03	0.03	0.05	2.37	-56.13	-0.79	-2.74	-	9.10	-2.55	-8.65	2.18	-57.06
At 31 December 2017	**-**	**2.30**	**114.50**	**91.30**	**38.30**	**3,244.00**	**23.30**	**79.82**	**-**	**57.40**	**71.90**	**83.30**	**89.70**	**3,895.92**
Net book value														
At 31st December 2017	**422.60**	**10.70**	**69.40**	**252.10**	**56.60**	**477.70**	**9.90**	**35.29**	**-**	**20.60**	**17.41**	**31.90**	**33.30**	**1,437.50**
At 31 March 2017	**422.62**	**10.74**	**89.23**	**254.58**	**55.61**	**487.77**	**15.39**	**13.38**	**0.50**	**30.96**	**15.40**	**48.37**	**11.55**	**1,456.08**
At 31 March 2016	**0.64**	**361.80**	**354.81**	**35.98**	**68.15**	**624.72**	**13.30**	**10.51**	**0.41**	**15.10**	**10.86**	**56.40**	**11.22**	**1,563.90**
At 31 March 2015 (Proforma)	**0.64**	**361.94**	**358.45**	**52.83**	**75.14**	**725.17**	**2.17**	**8.79**	**0.27**	**9.56**	**7.54**	**2.62**	**14.43**	**1,619.55**

Foot Notes:-

i) Fixed assets held for disposal included in sales/adjustment column and transferred to other current assets at Net Book value: -

(Rs in million)

Block of assets	**Description of the assets**	**Manner and expected time of disposal**	**Expected Loss/gain on sale of non current assets**	**Segment**	**As at 31 Dec 2017**		**As at 31 March 2017**		**As at 31 March 2016**		**As at 31 March 2015 (Proforma)**	
					Gross Block	**Net Block**	**Gross Block**	**Net Block**	**Gross Block**	**Net Block**	**Gross Block**	**Net Block**
Freehold Building - Residential	Residential Building at Chennai	Open Tender, 31.03.2018	-	Domestic	38.00	28.00	3.79	2.83	3.79	2.80	3.79	2.80
Total					**38.00**	**28.00**	**3.79**	**2.84**	3.79	2.80	3.79	2.80

ii) Includes Plant & Machinery (Locomotives) on wet lease basis to a foreign client till 31.12.2015.

iii) Depreciation and impairment on Property, Plant & Equipment for the year debited to Statement of Profit and Loss are as follows:-

(Rs in million)

Description	**As at December 2017**	**As at March 2017**	**As at March 2016**	**As at March 2015**
Depreciation on Tangible Assets	103.02	179.90	294.80	198.52
Impairment Loss		12.59	-	8.68
Total	**103.02**	**192.48**	**294.80**	**207.20**

iv) Includes lease hold building on Railways land for 30 years lease (Gross value Rs. 5.30 Millions) for which agreement is yet to be finalized.

v) Lease hold land includes land at Greater Noida Industrial Development Authority (GNIDA) for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs.8.20 Millions). The request for time extension for construction of Building has been submitted to the appropriate authority.

vi) The company has paid conversion charges for Rs. 7.10 Millions to Delhi Development Authority (DDA) during the financial year 2016-17 for conversion of its land at Saket from leasehold to freehold. However, as at 31 March 2017 DDA is in the process of transferring the said land from leasehold to freehold.

vii) Furniture & Fixtures includes Furnishings also.

viii) Depreciation and impairment: Disposals/Adjustments includes Foreign Exchange Loss of Rs. 0.47 Million during FY 2016-17 and cumulative impact is Foreign Exchange Loss of Rs. 63.70 Million.

4 Restated CONSOLIDATED Summary Statement of Capital Work in Progress*

(Rs in million)

Particulars		
Opening balance at 1 April 2014		**220.89**
Additions (subsequent expenditure)		
- Work Expenses	14.61	
- Misc Operating Exp.	-	
	14.61	**14.61**
Less : Capitalised during the year		**224.77**
Closing balance at 31 March 2015		**10.73**
Additions (subsequent expenditure)		
- Work Expenses	4.10	
- Misc Operating Exp.	8.34	
	12.44	12.44
Less : Capitalised during the year		8.19
Closing balance at 31 March 2016		**14.98**
Additions (subsequent expenditure)		19.99
- Track Machines	19.99	
Less : Capitalised during the year		14.98
Closing balance at 31 March 2017		**19.99**
Additions (subsequent expenditure)		1.51
- Track Machines		
Less : Capitalised during the period		-
Closing balance at 31 Dec 2017		**21.50**
Net Book Value		
at 31 Dec 2017		**21.50**
at 31 March 2017		**19.99**
at 31 March 2016		**14.98**
at 31 March 2015 (Proforma)		**10.73**

*** Details of Capital Work in progress**	**As at 31st Dec 2017**	**As at 31st March 2017**	**As at 31st March 2016**	**As at 31st March 2015 (Proforma)**
1. Camps &carvans at Shivpuri Guna	-	-	8.34	-
2. Work of Fire Fighting & Civil Contsruction at CIC Noida	-	-	-	1.21

3. Office Building at Kolkata	0.60	-	6.64	2.59
4. Track Machines	0.91	19.99	-	-
5. Multi Functional Complex	-	-	-	6.92
	1.51	**19.99**	**14.98**	**10.73**

5 Restated CONSOLIDATED Summary Statement of Investment Property

(Rs in million)

Particulars	**Land and Capital work in progress at Noida**	**Land and Capital work in progress at Gurgaon**	**SRO Building at Old Airport Road, Bangalore**	**Total**
Opening balance at 1 April 2014	-	22.25	27.34	49.59
Additions (subsequent expenditure)*	2,603.58	48.18	3.02	2,654.78
Closing balance at 31 March 2015(Proforma)	**2,603.58**	**70.43**	**30.36**	**2,704.37**
Additions (subsequent expenditure)*	4.49	73.83	-	78.32
Closing balance at 31 March 2016	**2,608.07**	**144.26**	**30.36**	**2,782.68**
Additions (subsequent expenditure)*	205.87	86.21	-	292.08
Closing balance at 31 March 2017	**2,813.94**	**230.47**	**30.36**	**3,074.76**
Additions (subsequent expenditure)*	309.76	66.43	0.04	376.24
Closing balance at 31st December 2017	**3,123.70**	**296.90**	**30.40**	**3,451.00**
Depreciation and impairment				
Opening balance at 1 April 2014	-	-	-	-
Depreciation during the year	-	-	**0.39**	**0.39**
Closing balance at 31 March 2015(Proforma)	-	-	**0.39**	**0.39**
Depreciation during the year	-	-	0.47	0.47
Closing balance 31 March 2016	-	-	**0.85**	**0.85**
Depreciation during the year	-	-	0.45	0.45
Closing balance 31 March 2017	-	-	**1.30**	**1.30**
Depreciation during the period	-	-	0.40	0.40
Closing balance 31st December 2017	-	-	**1.70**	**1.70**
Net Block				
at 31 December 2017	**3,123.70**	**296.90**	**28.70**	**3449.30**
at 31 March 2017	**2,813.94**	**230.47**	**29.06**	**3,073.47**
at 31 March 2016	**2,608.07**	**144.26**	**29.51**	**2,781.82**
at 31 March 2015 (Proforma)	**2,603.58**	**70.43**	**29.97**	**2,703.98**

Information regarding income and expenditure of Investment property

(Rs in million)

Particulars	31st December 2017	31 March 2017	31 March 2016	31-03-2015(Proforma)
Rental income derived from investment properties	2.30	3.38	0.56	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-	0.16	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income'	-	-	-	-
Profit arising from investment properties before depreciation and indirect expenses	**2.30**	**3.38**	**0.40**	**-**
Less: Depreciation during the year	(0..30)	(0.46)	(0.46)	-
Profit arising from investment properties before indirect expenses	**2.00**	**2.92**	**(0.06)**	**-**

Reconciliation of fair value

(Rs in million)

	Land and Capital work in progress at Noida	Land and Capital work in progress at Gurgaon	SRO Building at Old Airport Road, Bangalore	Total
Balance as at 31-03- 2015	**2,497.36**	**1,360.07**	**48.79**	**3,906.22**
Fair value difference	(42.91)	(41.72)	1.67	**(82.96)**
Closing balance as at 31-03-2016	**2,454.46**	**1,318.35**	**50.46**	**3,823.24**
Fair value difference	44.04	163.65	1.96	**209.64**
Closing balance as at 31-03-2017	**2,498.49**	**1,482.00**	**52.42**	**4,032.88**
Fair value difference for the period	-	-	-	**-**
Closing balance as at 31-12-17 #	**2,498.49**	**1,482.00**	**52.42**	**4,032.88**
Fair value difference for the period	-	-	-	**-**
Note:-				
Investment Property self constructed	**2,498.49**	**1,482.00**	**52.42**	**4,032.88**
	2,498.49	**1,482.00**	**52.42**	**4,032.88**
Valuation technique used by valuer to be disclosed	Cost & Income	Cost	Cost (Land & Building)	

Description of valuation techniques used by valuer:

Cost Approach:
Under this approach, market value of the land has been estimated using Direct Comparison Approach (Market Approach). The building value has been estimated used Depreciated Replacement Cost (as if new).Within the Cost Approach, the land value is being estimated on the assumption that it is vacant and free of all encumbrances. It is added to the cost of the improvements derived by using the depreciated Replacement Cost method. Replacement cost implies "The current cost of replacement of an asset with a similar utility as if new." Building costs would include the cost of the building components and other improvements. Appropriate depreciation is being applied to the same to estimate the value.

Income Approach (DCF):
DCF analysis is the process of valuing an investment property or asset by undertaking an estimation of future cash flows and taking into account the time value of money. Under this technique, the income is projected over the investment cycle and the net income is calculated after the deduction of capital, operating, and other necessary expenses.

(Rs in million)

* Detail of Additions (subsequent expenditure)	31st December 2017	31 March 2017	31 March 2016	31-03-2015(Proforma)
- Land Cost		-	-	2,603.58
- Work Expenses	258.00	267.88	71.30	3.23
- Consultancy Charges	3.50	5.90	4.25	3.25
- Salary & Wages	7.30	4.06	0.08	-
- Rates & Taxes	83.80	12.78	1.87	44.10
- Vehicle Operation and Maintenance	0.30	0.44	0.45	0.43
- Power, Electricity and Water charges	14.70	0.00	-	0.06
- Advertisement & Publicity	1.10	0.79	0.21	0.12
- Staff welfare	0.24	-	-	-
- Bank Charges	0.20	0.02	0.01	-
- Repairs and Maintenance - Office & Other	7.10	0.11	-	0.01
- Tour & Travelling	-	0.08	0.02	-
- Misc Operating Exp.	-	0.03	0.12	-
Total	**376.24**	**292.08**	**78.31**	**2654.78**

6 Restated CONSOLIDATED Summary Statement of Intangible Assets

(Rs in Million)

Particulars	Intangible assets under development	Other Intangibles (Software/Lease Rights)*
Opening balance at 1 April 2014	**107.20**	**526.22**
Addition during the year	44.16	227.02
Sales / adjustment during the year	-	0.01
Closing balance at 31 March 2015 (Proforma)	**151.36**	**753.23**
Addition during the year	591.49	11.60
Sales / adjustment during the year	(13.30)	(0.08)
Closing balance at 31 March 2016	**738.57**	**764.74**
Addition during the year	4,793.64	69.72
Capitalisation during the year	(66.44)	
Sales / adjustment during the year	-	(0.06)

Closing balance at 31 March 2017	**5,465.77**	**834.40**
Addition during the period	4,420.50	0.80
Capitalisation during the period	-2,237.40	--
Sales / adjustment during the period	-217.17	-56.50
Closing balance at 31 December 2017	**7,431.70**	**778.70**
Amortisation and Impairment		
Opening balance at 1 April 2014	**-**	**18.76**
Amortisation during the year	-	13.32
Impairment	-	-
Sales / adjustment during the year	-	0.02
Closing balance at 31 March 2015 (Proforma)	**-**	**32.10**
Amortisation during the year	-	13.69
Sales / adjustment during the year	-	(0.08)
Closing balance at 31 March 2016	**-**	**45.70**
Amortisation during the year	-	73.92
Sales / adjustment during the year	-	(0.06)
Closing balance at 31 March 2017	**-**	**119.56**
Amortisation during the period	-	17.90
Impairment	-	-
Sales / adjustment during the period	-	(56.36)
Closing balance at 31 Dec 2017	**-**	**81.10**
Net book value		
At 31 December 2017	**7,431.70**	**697.60**
At 31 March 2017	**5,465.77**	**714.84**
At 31 March 2016	**738.57**	**719.04**
At 31 March 2015 (Proforma)	**151.36**	**721.13**

*It includes Lease Rights of subsidiary company - Ircon Infrastructure and Services Limited which has entered into an agreement with RLDA (Rail Land Development Authority) to build Multi Functional Complexes (MFCs) at various railway stations. The Land belongs to Railways and the company has constructed the buildings on the same and having lease rights (commercial Rights) of 45 years from the date of commencement of MFC.

7 Restated CONSOLIDATED Summary Statement of Financial Assets (Non Current)

7.1 Investments

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
a) Incorporated Joint Venture (fully paid-up)				
CCFB, Mozambique Nil equity shares of Rs. 10 each fully paid (31 March 2017: Nil, 31 March 2016 : Nil, 31 March 2015 : 12,50,000)		-	-	55.34
Less : Impairment in value of Investment		-	-	(55.34)
Ircon-Soma Tollway Private Limited (ISTPL) 6,38,70,000 equity shares of Rs. 10 each fully paid. (31 March 2017 : 6,38,70,000, 31 March 2016 : 6,38,70,000, 31 March 2015 : 6,38,70,000) (Refer note (i) a & b)	305.70	227.21	168.74	51.29

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Indian Railway Stations Development Corporation Limited 2,00,00,000 equity shares of Rs.10 each (31 March 2017 : 2,04,00,000, 31 March 2016 : Nil, 31 March 2015 : Nil) #	219.60	-	-	-
Bastar Railway Pvt. Limited 13,000 equity shares of Rs. 10 each (31 March 2017 : 13,000, 31 March 2016 : Nil, 31 March 2015 : Nil)	-	0.13	-	-
Jharkhand Central Railway Limited 130,00,000 equity shares of Rs. 10 each (31 March 2017 : 13,00,000, 31 March 2016 : Nil, 31 March 2015 : Nil)	126.80	11.16	-	-
Mahanadi Coal Railway Limited 13,000 equity shares of Rs. 10 each (31 March 2017 : 13,000, 31 March 2016 : 13,000, 31 March 2015 : Nil)	0.10	0.10	0.11	-
Chhattisgarh East Railway Limited 8,35,75,700 equity shares of Rs. 10 each fully paid. (31 March 2017 : 8,35,75,700, 31 March 2016 : 4,01,70,000, 31 March 2015 : 11,70,000)	834.40	834.61	400.96	11.16
Chhattisgarh East-West Railway Limited 1,3,11,70,000 equity shares of Rs. 10 each fully paid. (31 March 2017 : 13,11,70,000, 31 March 2016 : 11,70,000, 31 March 2015 : 11,70,000)	1,310.50	1,310.83	11.02	11.19
Total (a) - Investment in Joint Ventures	**2,797.10**	**2,384.04**	**580.83**	**73.64**
b) (Investment at Amortised cost)				
Investment in Bonds (Quoted)				
8.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 163,131 units of Rs.1,000 each (31 March 2017: 163,131 31 March 2016 : 163,131, 31 March 2015 : 163,131)	163.10	163.13	163.13	163.13
7.21% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 500 units of Rs.10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : 500)	499.50	499.60	499.56	499.62
	-	-	-	-
8.23% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 5,00,000 units of Rs.1,000 each (31 March 2017: 500,000, 31 March 2016 : 5,00,000, 31 March 2015 : 5,00,000)	500.00	500.00	500.00	500.00
8.35% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 500 units of Rs. 10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : 500)	499.30	499.22	499.29	499.23
7.15% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 250 units of Rs. 10,00,000 each (31 March 2017: 250, 31 March 2016 : 250, 31 March 2015 : Nil)	249.80	249.82	249.83	-
7.07% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 3,02,000 units of Rs.1,000 each (31 March 2017: 302,000, 31 March 2016 : 3,02,000, 31 March 2015 : Nil)	302.00	302.00	302.00	-
7.14% NHAI Tax Free Bonds, 1,99,989 units of Rs. 1,000 each (31 March 2017: 199,989, 31 March 2016 : 1,99,989, 31 March 2015 : Nil)	200.00	199.99	199.99	-
7.02% NHAI Tax Free Bonds, 500 units of Rs. 10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : Nil)	500.00	499.87	500.05	-

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Total - Investment in Bonds (Quoted)	**2,913.70**	**2,913.63**	**2,913.85**	**1,661.98**
Total non - current investments (a+b)	**5,710.80**	**5,297.68**	**3,494.69**	**1,735.62**
Aggregate Book value of quoted investments	**2,913.70**	**2,913.63**	**2,913.85**	**1,661.98**
Aggregate Market value of quoted investments	**3,062.40**	**2,933.22**	**2,929.80**	**1,756.12**
Aggregate Book value of unquoted investments	**2,797.10**	**2,384.05**	**580.84**	**73.64**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**	**55.34**

Foot Note

(i) (a) Out of 6,38,70,000 equity shares of Ircon-Soma Tollway Private Limited (ISTPL) held by the company, 30 % shares (1,91,61,000 no.) are pledged with Punjab National Bank against the loan drawn by Ircon-Soma Tollway Private Limited (ISTPL) outstanding as on 31.12.2017 is Rs. NIL.

(b) As per Articles of Association (Article V) of Ircon-Soma Tollway Private Limited (ISTPL), shareholders can transfer their shareholding subject to Concession Agreement dated 28th September 2005 signed with NHAI which provides for equity holding of not less than 51% by Consortium members in Ircon-Soma Tollway Private Limited (ISTPL) during the construction period and three years following Commercial Operation Date, which was achieved on 19.04.2010. Thereafter, the aforesaid shareholding can be diluted to 26% subject to the pre-emption right of the other shareholders.

* Investment in Subsidiaries and Joint Ventures is carried at cost in the financial statements in accordance with para 10 of Ind AS 27

IRSDC- Indian Railway Stations Development Corporation Limited , a Subsidiary with equity participation of 51% from IRCON: Ministry of Railway vide letter dated 10.04.17 has decided to transfer 1% equity to RLDA from IRCON, thereby revising the ownership and non controlling interest to 50:50. The composition of IRSDC was converted to a Joint venture with 1% share transferred by IRCON to RLDA of Rs 4.00 millions. In accordance with Clause 23(3) of SEBI(ICDR) Regulations, 2009, test of materiality as specified in clause 23(1)(b) has not been fulfilled. The Consideration of disinvestment was received through bank.

Restated CONSOLIDATED Summary Statement of Financial Assets (Non Current)

7.2Trade Receivables

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Unsecured : Considered good				
- Trade receivables		-	-	-
- Retention Money with client	526.80	205.05	3.92	252.71
- Money Withheld by Client	36.10	35.71	21.45	226.25
Total	**562.90**	**240.76**	**25.37**	**478.96**

Restated CONSOLIDATED Summary Statement of Financial Assets (Non Current)

7.3 Loans

(Rs in million)

Particulars	31st Dec 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
A. Secured, considered good				
Staff Loans and Advances	5.10	6.61	15.47	16.50

Total (A) - Secured Loans	**5.10**	**6.61**	**15.47**	**16.50**
B. Unsecured, considered good				
(i) Loans to Related Parties:				
Joint Ventures				
- Companhia Dos Caminhos De Ferro Da Beira Sarl	-	-	-	962.18
- Chattisgarh East Railway Ltd.	-	390.00	390.00	300.00
- Chattisgarh East West Railway Ltd.	-	390.00	195.00	-
Total (i)	**-**	**780.00**	**585.00**	**1,262.18**
(ii) Others:				
Staff Loans & Advances	2.30	2.44	5.59	7.33
Others		-	-	-
Total (ii)	**2.30**	**2.44**	**5.59**	**7.33**
Total (B) - Unsecured Loans (i+ii)	**2.30**	**782.44**	**590.59**	**1,269.51**
C. Considered Doubtful				
(i) Loans to Related Parties:				
Joint Ventures				
- Companhia Dos Caminhos De Ferro Da Beira Sarl	-	-	-	356.61
Total (i)	**-**	**-**	**-**	**356.61**
Less : Allowance for doubtful loans	-	-	-	(356.61)
Total (C) - Doubtful Loans	**-**	**-**	**-**	
Grand Total - Loans	**7.40**	**789.05**	**606.06**	**1,286.01**

7.4Restated CONSOLIDATED Summary Statement of Other Financial Assets (Non Current)

(Rs in million)

Particulars	**31st December 2017**	**31 March 2017**	**31 March 2016**	**31 March 2015 (Proforma)**
a) Considered Good				
Security Deposits				
- Government Departments	1.00	0.52	0.64	2.86
- Others	1.60	1.45	4.71	4.92
Fixed Deposits more than 12 months {refer foot note (i)}	4.10	4.05	4.05	4.05
Fixed Deposits received from Contractors {refer foot note (ii)}	118.40	52.26	70.98	19.08
Interest Accrued on Advances to Staff	4.40	5.86	11.72	12.03
Interest Accrued on Loans to Related Party	-	-	54.16	-

- Claims Recoverable from Clients	-	-	7.17	8.25
- Recoverable from Govt of Mozambique	350.10	707.81	319.32	-
- Others - Advance Lease Rent	0.30	0.44	-	0.01
b) Unsecured, Considered Good				
Security Deposits				
- Government Departments	-	0.36	0.36	-
Interest Accrued on Advances to Staff	-	0.10	0.14	-
Total - Other Financial Assets	**479.90**	**772.85**	**473.25**	**51.20**
c) Considered Doubtful				
Interest Accrued on Loan to Related Party				
- Companhia Dos Caminhos De Ferro Da Beira Sarl (JV)	-	-	-	2.55
Less : Allowance for doubtful financial assets (others)	-	-	-	(2.55)
Total - Other Financial Assets - Doubtful	**-**	**-**	**-**	**-**
Grand Total - Other Financial Assets	**479.90**	**772.85**	**473.25**	**51.20**

Foot Notes:-

(i) Includes FDRs under Lien for Rs. 4.10 Million (2016-17 Rs. 4.05 Million, 2015-16 Rs. 4.05 Million and 2014-15 Rs. 4.05 Million)

(ii) Fixed Deposits received from Contractors are realisable, if the contractor fails to fulfill its obligations as per the terms and conditions of the contract agreement.

8 Restated CONSOLIDATED Summary Statement of Deferred Tax Assets

(Rs in million)

Particulars	31st December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Provisions	1256.50	1,314.83	1,769.47	2,179.72
Property, Plant and Equipment and Intangible Assets	(197.50)	(132.20)	(7.12)	23.94
Others	318.10	267.86	353.68	471.51
Closing balance as at 31March	**1,377.10**	**1,450.48**	**2,116.03**	**2,675.17**

Reconciliation / Movements in Deferred Tax Assets

(Rs in Million)

Particulars	Provisions	PPE and Intangible Assets	Others	Total
As at 1 April 2014				
(Charged)/Credited :	2,362.73	151.59	492.57	3,006.89
- to profit or loss				
- to Other Comprehensive Income	(183.01)	(127.66)	(21.07)	(331.74)
	-	-	-	-
As at 31 March 2015	**2,179.72**	**23.94**	**471.51**	**2,675.17**
(Charged)/Credited :				
- to profit or loss	(408.74)	(31.06)	(126.15)	(565.95)

- to Other Comprehensive Income	-	-	60.49	60.49
Effect of adjustments made in FY 14-15 not to be carried forward	(1.51)	-	(52.17)	(53.68)
As at 31 March 2016	**1,769.47**	**(7.12)**	**353.68**	**2,116.03**
(Charged)/Credited :				
- to profit or loss	(454.65)	(125.08)	(85.82)	(665.55)
- to Other Comprehensive Income	-	-	-	-
As at 31 March 2017	**1,314.83**	**(132.20)**	**267.86**	**1,450.48**
(Charged)/Credited :				
- to profit or loss	(58.33)	(65.30)	50.24	(73.38)
- to Other Comprehensive Income	-	-	-	-
As at 31 December 2017	**1,256.50**	**(197.50)**	**318.10**	**1377.10**

Deferred tax liabilities have been off set as they relate to the same governing law.

Income Tax Expense

Profit or loss Section

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Current income tax:				
Current income tax charge	661.50	1,233.39	1,568.26	1,976.06
Adjustments in respect of current income tax of previous year	-	(183.41)	50.72	407.74
Deferred tax:				
Relating to origination and reversal of temporary differences	73.30	665.45	565.94	331.73
Income tax expense reported in the statement of profit or loss	**734.80**	**1,715.43**	**2,184.92**	**2,715.53**

OCI section

Income tax related to items recognised in OCI during the year:

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Net loss/(gain) on remeasurements of defined benefit plans	-	16.67	4.56	1.06
Net loss/(gain) on exchange gain/ loss	128.30	55.92	(259.35)	35.48
Income tax charged to OCI	**128.30**	**72.59**	**(254.79)**	**36.54**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31March2016 and 31March2017:

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Accounting profit before tax from continuing operations	2,881.70	5,767.03	5,554.58	8,604.11
Profit/(loss) before tax from a discontinued operation	-	-	-	-
Accounting profit before income tax	**2,881.70**	**5,767.03**	**5,554.58**	**8,604.11**
At India's statutory income tax rate of 34.608% (31 March 2016: 34.608%, 31 March 2015: 33.99%)	979.50	1,662.35	1,807.87	2,929.10
Adjustments in respect of current income tax of previous years	--	(173.09)	(87.99)	(47.11)
Utilisation of previously unrecognised tax losses	-	-	-	-
- Non taxable items	(379.40)	(334.59)	(94.65)	(135.14)
- Rate Difference		(97.14)	4.61	-
- Other	(26.70)	235.96	(5.79)	(127.96)
Deduction under Section 90/91	-	-	(1.49)	(8.41)
Additional Provision made on account of deduction in Section 90/91	-	-	0.88	-
Non-deductible expenses for tax purposes:				17.21
-Other country additional tax		(28.74)	62.19	59.56
Other non-deductible expenses	236.30	188.53	54.83	60.48
At the effective income tax rate of 30.75% (31 March 2016: 33.30%)	**863.10**	**1,453.29**	**1,740.47**	**2,747.73**
Income tax expense reported in the statement of profit and loss	863.10	1,453.29	1,740.47	2,747.73
Income tax attributable to a discontinued operation		-	-	-
	863.10	**1,453.29**	**1,740.47**	**2,747.73**

9Restated CONSOLIDATED Summary Statement of Other Non-Current Assets

(Rs in million)

Particulars	31st December 2017	31March2017	31March2016	31March2015(Proforma)
a) Capital Advance				
Security Deposit	0.10			
Total – Capital Advance	**0.10**			
a) Advances Other than Capital Advances				
Advances to Contractors against material and machinery	630.10	434.89	280.63	252.93
Advances to Contractors, Suppliers and Others	2,770.30	3,100.97	1,998.70	2,054.05
Deposits with Tax Departments	6.10	2.17	0.18	1.37
Total - Advances Other than Capital Advances	**3,406.50**	**3,538.03**	**2,279.51**	**2,308.35**
b) Others				

Particulars	31st December 2017	31March2017	31March2016	31March2015(Proforma)
Unsecured, considered good				
Interest Accrued on :				
- Advances to Contractors, Suppliers & others	540.60	430.50	207.72	145.00
Prepaid Expenses	27.00	39.87	1.34	0.31
Fair valuation adjustment	5.30	28.21	5.55	0.08
Total - Others	**572.90**	**498.58**	**214.61**	**145.39**
c) Considered Doubtful				
Advances to Contractors, Suppliers and Others	9.00	9.13	-	87.15
Interest Accrued on :				
- Advances to Contractors, Suppliers & others	-	-	-	4.05
Less: Allowance for doubtful advances	(9.00)	(9.13)	-	(91.20)
Total - Considered Doubtful	**-**	**-**	**-**	**-**
Grand Total	**3,979.50**	**4,036.61**	**2,494.12**	**2,453.75**

10 Restated CONSOLIDATED Summary Statement of Inventories

(Rs in million)

Particulars	31st December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Raw Material				
- In Hand	230.90	346.41	880.85	326.09
- With Third Parties	38.10	42.82	17.82	258.09
- In Transit	-	17.77	-	1.13
-Others (Scrap)	13.50	-	-	-
Construction Work In progress (at Cost)	767.60	986.37	507.55	559.05
Total	**1,050.10**	**1,393.37**	**1,406.22**	**1,144.36**

11Restated CONSOLIDATED Summary Statement of Financial Assets (Current)

11.1Investments

(Rs in million)

Particulars	31st December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Investment at Cost				
1. Investments in Equity Instruments - fully paid-up (unquoted)				
Incorporated Joint Venture				
CCFB, Mozambique - Nil (31 March 2016 : 12,50,000 equity shares of meticals 24000 each fully paid, 31 March 2015:- Nil)	-	-	55.34	-
Investment at Fair Value through Profit & Loss				
2. Investment in Mutual funds (Quoted)				

UTI Money Market Fund – Direct Plan -Daily Dividend: No. of Units : 19,47,293.298 (31 March 2017 : Nil, 31 March 2016 : Nil & 31 March 2015 : Nil)	1,953.90	-	-	-
SBI Premier Liquid Fund - Daily Dividend Plan : No. of Units : Nil (31 March 2017 : 10,88,384, 31 March 2016 : 12,83,478 & 31 March 2015 : 3,00,718)	-	1,091.92	1,287.66	301.70
IDBI Liquid Fund- Direct Plan- Daily Dividend (reinvestment) : No. of Units : 19,88,913.093 (31 March 2017: Nil, 31 March 2016 : Nil & 31 March 2015 : Nil)	1,993.60	-	-	-
UTI Liquid Cash Plan- Direct Plan- Daily Dividend : No. of Units : 2,81,715.816 (31 March 2017 : 13,80,381, 31 March 2016 : 36,454 & 31 March 2015 : 1,06,836)	287.20	1,407.22	37.16	108.91
SBI Debt Fund Series - A -14 : No. of Units : Nil (31 March 2017:Nil, 31 March 2016 : Nil & 31 March 2015 : 2,50,00,000)	-	-	-	273.30
Total Investments	**4,234.70**	**2,499.14**	**1,380.15**	**683.91**
Aggregate book value of quoted investments	**4,234.70**	**2,499.14**	**1,324.81**	**683.91**
Aggregate Market value of quoted investments	**4,234.70**	**2,499.14**	**1,324.81**	**683.91**
Aggregate book value of unquoted investments	-	**-**	**55.34**	**-**
Aggregate amount of impairment in value of investments	-	-	-	-

11.2Trade Receivables

(Rs in million)

Particulars	31st Dec 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Unsecured : considered good				
- Trade receivables	6,595.80	4,344.55	4,848.11	4,717.48
- Retention Money with client	384.00	515.63	558.18	602.43
- Money Withheld by Client	611.60	676.44	1,157.08	481.43
Secured : considered good				
- Trade receivables	-	297.94	251.90	-
Considered Doubtful				
- Trade receivables	208.50	208.46	158.22	162.52
- Retention Money with client	71.90	71.88	80.72	98.85
- Money Withheld by Client	56.50	56.53	59.97	44.97
Less : Impairment allowances for doubtful debts	336.90	336.87	298.91	306.35
Receivables from related parties	-	-	-	-
Total	**7,591.40**	**5,834.56**	**6,815.27**	**5,801.33**

11.3Cash and Cash equivalents

(Rs in million)

Particulars	Footnote	31st December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Cash in hand		2.50	1.77	2.29	2.11
Cheques/drafts in hand		-	-	49.55	1.65
Balances with banks:					
– On current accounts		1,839.50	2,238.11	953.77	2,093.96
– Flexi Accounts	(i)	1,555.70	2,253.20	2,052.65	1,770.45
– Deposits with original maturity of less than three months	(ii)	2,637.30	10,044.36	22,848.50	9,193.97
– Remittance in Transit		41.00	-	-	150.00
		6,076.00	**14,537.44**	**25,906.76**	**13,212.14**

11.4 Bank Balances other than Cash and Cash equivalents

(Rs in million)

Particulars	Footnote	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Other Bank Balances					
– Deposits with original maturity of more than 3 months but less than 12 months	(i)	37,721.10	30,884.56	21,129.12	20,391.31
– Fixed Deposits received from Contractors*	(ii)	84.40	2,109.22	183.95	186.46
		37,805.50	**32,993.78**	**21,313.07**	**20,577.77**

(i) Includes client fund of Rs.3258.58 million (2016-17 35134.27 million, 2015-16 14975.50 million, 2014-15 7801.20 million) interest on which is passed on to them.
(ii) Fixed Deposits received from Contractors are realisable, if the contractor fails to fulfill its obligations as per the terms and conditions of the contract agreement.

11.5Loans

/(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
A. Secured, considered good				
Staff Loans and Advances	10.60	12.28	6.29	6.61
Total (A) - Secured Loans	**10.60**	**12.28**	**6.29**	**6.61**
B. Unsecured, considered good				
(i) Loans to Related Parties:				
Joint Ventures				
- IRCON - AFCON JV	-	-	-	181.10
- Chhattisgarh East Railway Limited		780.00	-	-
- Chhattisgarh East West Railway Limited		-	-	-
(ii) Others:				
Staff Loans & Advances	19.90	9.86	10.76	17.00
Total (B) - Unsecured Loans (i) + (ii)	**19.90**	**789.86**	**10.76**	**198.10**

C. Considered Doubtful				
Others:				
Staff Loans and Advances		0.05	0.05	-
Less :- Impairment allowance for doubtful Loans		(0.05)	(0.05)	-
Total (C) - Doubtful Loans	**-**	**-**	**-**	**-**
Grand Total	**30.50**	**802.14**	**17.05**	**204.71**

11.6Restated CONSOLIDATED Summary Statement of Other Financial Assets (Current)

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
a) Considered Good				
Security Deposits				
- Government Departments	100.90	70.70	56.53	62.17
- Others	15.70	17.19	12.59	13.01
Earnest Money Deposit	3.50	3.46	3.46	5.55
Interest Accrued on :	-			
- Advance to Staff	7.90	7.15	2.91	2.77
- Loans to Related Parties	-	154.39		8.51
- Loan to Indian Railway Welfare Organisation		-	-	2.03
- Deposits with Banks	910.40	1,161.19	924.07	820.80
- Bonds	124.10	178.72	126.45	118.79
Others:	-			
(i) Recoverables from Related Parties	-			
Joint Ventures	-			
- RICON CETA SARL		-	8.90	8.40
- Companhia Dos Caminhos De Ferro Da Beira Sarl		-	-	7.84
- RICON	8.00	6.37	99.31	96.65
- International Metro Civil Contractor	28.50	28.42	28.31	35.28
- Metro Tunneling Group	39.90	38.56	56.40	54.24
- Ircon Soma Tollway Pvt. Ltd.	70.40	70.39	72.20	71.53
- IRCON - AFCON JV	347.20	298.54	77.58	24.41
- Chhattisgarh East Railway Limited	-	24.77	-	-
- Mahanadi Coal Railway Limited	3.70	3.71	-	-
- Jharkhand Central Railway Limited	-	-	-	-
Subsidiaries	-	-	-	-
-Ircon Shivpuri Guna Tollway Limited	-	0.00	0.00	-
-Ircon Infrastructure & Services Limited	-	-	0.00	-
-Indian Railway station Development corporation Limited	5.90	-	-	-
-Ircon PB Tollway Limited	-	-	-	-
(ii) Recoverable from Govt. of Mozambique	353.00	358.06	497.17	-

(iii) Claims Recoverable from Clients	267.70	173.70	193.83	84.62
(iv) Other Recoverables	39.30	52.99	58.14	11.69
(v) Cash support due from Client	1,018.60	-	-	-
(vi) Billable Revenue/Receivable not due (ref footnote (iii))	2,937.40	-	-	-
(iv) Others - Advance Lease Rent	1.80	1.41	1.04	0.94
Share Application Money pending allotment				
Gandhinagar Railway and Urban Development Corporation Limited- 26000 Equity Shares of Rs 10 each*		0.26	-	-
Bastar Railway Pvt. Limited - 11,70,000 equity shares of Rs. 10 each	11.70	11.70	-	-
Indian Railway Stations Development Corporation Limited- 2,00,00,000 equity shares of Rs 10 each	200.00			
Total - Other Financial Assets - Good	**6,495.60**	**2,661.68**	**2,218.90**	**1,429.23**
b) Considered Doubtful				
Security Deposits				
- Government Departments	5.50	5.55	14.66	21.09
- Others	1.90	1.85	2.68	2.68
Interest Accrued on Advances to Staff	0.50	0.01	0.01	-
Earnest Money Deposit		0.55	0.55	-
Less : Impairment allowance for doubtful financial assets (others)	(7.90)	(7.96)	(17.90)	(23.77)
Total - Other Financial Assets - Doubtful	**-**		**-**	**-**
Grand Total - Other Financial Others	**6,495.60**	**2,661.68**	**2,218.90**	**1,429.23**

(i) * IRSDC has invested in Gandhinagar Railway and Urban development Corporation Limited (a joint venture if IRSDC & Govt. of Gujarat) on 31.03.2017 of Rs.0.26 Millions for which shares were pending for allotment. Share are allotted on 11/05/2017

(ii) In pursuance of Ind AS 8, Investment in 11,70,000 equity shares of Rs. 10 each of Bastar Railway Pvt. Limited, pending allotment has been reclassified prospectively since it was shown under Investment for the previous year.

(iii) (a) Includes Value of work amounting to Rs. 4.0 millions certified by client, but not billed by reporting date. (b) Includes Rs. 74.20 millions from Chhattisgarh East Railway Limited, a Joint Venture Company. (c) Includes Rs. 257.60 millions from Chhattisgarh East West Railway Limited, a Joint Venture Company.

Debts due by officers of the company, firms in which any director is a partner or private company in which any director is a member except JVs and Subsidiaries are Rs. Nil (Rs. Nil).

Details of amount due from Directors:

(Rs in million)

Particulars	**31/12/2017**	**3/31/2017**	**3/31/2016**	**31-03-2015(Proforma)**

Amount due from directors included in interest accrued on staff loans and advances	-	-	-	-

12Restated CONSOLIDATED Summary Statement of Other Current Assets

(Rs in million)

Particulars	Foot Note	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
a) Advances Other than Capital Advances					
Advances to Contractors against material and machinery		724.30	450.76	219.50	91.53
Advances to Contractors, Suppliers and Others		2,030.90	1,417.29	1,666.60	1,298.10
Advance to Staff (Festival & other Advance)			0.54	-	
Tax Authority			-	-	-
- Sales Tax (including TDS)		3,161.60	3,025.50	2,218.81	2,009.85
Less : Deposited under Protest		(2,104.80)	(2,104.79)	(2,034.54)	(1,843.15)
- Value Added Tax		1,137.40	946.86	1,435.67	1,142.57
- Goods and Service tax		798.10	-	-	-
- Service Tax input credit		1.40	41.93	2.90	0.22
Total - Advances Other than Capital Advances		**5,748.90**	**3,778.09**	**3,508.94**	**2,699.12**
b) Others					
Interest Accrued on:					
Deposits & Advances with:					
- Contractors, Suppliers & Others		385.80	429.98	290.06	174.37
Construction Work in Progress (At realisable value)		1,283.90	975.89	288.21	1,081.70
Billable Revenue / Receivable not due	(i)	-	2,935.14	2,911.50	4,053.19
Assets held for disposal	(ii)	8.20	10.30	14.62	17.30
Prepaid Expenses		36.50	35.94	55.15	35.62
Fair valuation adjustment		5.10	51.93	46.87	23.06
Lease Equalisation		-	1.43	2.42	-
Total - Others		**1,719.50**	**4,440.61**	**3,608.83**	**5,385.24**
c) Considered Doubtful					
Advances to Contractors, Suppliers and Others		149.90	153.19	189.69	98.83
Sales Tax (including TDS)		358.90	358.87	349.73	353.06
Others		1.00	0.99	0.99	-
Value Added Tax		71.80	71.77	71.77	71.77
			-	-	-
Less: Impairment allowance for doubtful advances		(581.60)	(584.82)	(612.18)	(523.66)
Total - Considered Doubtful		**-**	**-**	**-**	**-**
Grand Total		**7,468.40**	**8,218.70**	**7,117.78**	**8,084.36**

(i)(a) Includes Value of work amounting to **Rs. 16.15 Million** (2016-17 Rs. 16.10 Million, 2015-16 Rs. 124.87 Million and 2014-15 Rs. 1960.81 Million) certified by client, but not billed by reporting date.

(b) Includes **Rs.66.40 Million** (2016-17 Rs. 24.77 Million, 2015-16 Rs. 69.51 Million and 2014-15 Rs. 122.19 Million) from Chhattisgarh East Railway Limited, a Joint Venture Company.

(c) Includes **Rs.4.80 Million** (2016-17 Rs.3.10 Million, 2015-16 Rs. 254.71 Million and 2014-15 Rs.367.63 Million) from Chhattisgarh East West Railway Limited, a Joint Venture Company.

(ii) Property, Plant & Equipment beyond economic repair and/or held for disposal (at lower of the realizable value and book value): -

(Rs in million)

Block of assets	Description of the assets	Manner and expected time of disposal	Expected Loss/gain on sale of non current assets	Segment	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015	
					Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block
Plant and Machinery												
Northern Region	Plant and Machinery	Through e-auction like MSTC with expected time of disposal by end of year 2018	Unpredicted	Domestic	43.30	2.50	51.62	2.79	65.01	8.86	112.55	11.54
Malaysia Region	Locomotives - 3 Nos.	Open Tender, June 2017	0.75	International	-	-	72.46	1.72	-	-	-	-
Mozambique Project	Plant and Machinery			International	59.00	2.90	59.00	2.96	59.00	2.96	59.00	2.96
Freehold Building - Residential	Residential Building at Chennai	Open Tender, 31.03.2018	-	Domestic	3.80	2.80	3.79	2.83	3.79	2.80	3.79	2.80
Total					**106.10**	**8.20**	**186.87**	**10.30**	**127.80**	**14.62**	**175.34**	**17.30**

12.1 Current Tax Assets (Net)

(Rs in Million)

Particulars	Footnote	As at 31st December 2017	As at 31st March 2017	As at 31st March 2016	As at 31st march 2015
Taxes paid including TDS & Advance tax		303.00	-	-	-
Less:					
Provision for Tax		74.80	-	-	--
Current Tax Asset (Net)		**228.20**	**-**	**-**	**-**

13 Restated CONSOLIDATED Summary Statement of Equity Share capital

(Rs in million)

Particulars	As at 31st December 2017	As at 31 March 2017	As at 31 March 2016	31 March 2015 (Proforma)
Authorised share capital				
40,00,00,000 Equity shares of Rs.10 each {refer note (i)}				
(10,00,00,000 Equity shares of Rs.10 each as at 31st March 2017& 2016 ,2,50,00,000 Equity shares of Rs.10 each as at 31 March 2015)	4,000.00	1,000.00	1,000.00	250.00
	4,000.00	1,000.00	1,000.00	250.00
Issued/Subscribed and Paid up Capital				
9,89,80,000 Equity shares of Rs.10 each-fully paid				
9,40,51,574 Equity shares of Rs.10 each-fully paid {refer note (ii)} (9.89,80,000 Equity shares of Rs. 10 each -fully paid as at 31st March 2017,1,97,96,000 Equity shares of Rs.10 each-fully paid as at 31st March 2016 & 31st March 2015)	940.50	989.80	197.96	197.96
	940.50	989.80	197.96	197.96

Details of shareholders holding in the company

Name of the shareholder	As at 31st December 2017		As at 31 March 2017		As at 31 March 2016		31 March 2015 (Proforma)	
	No. of Share	% holding in the class	No. of Share	% holding in the class	No. of Share	% holding in the class	No. of Share	% holding in the class
Government of India in the name of the President of India and Government nominees	93,783,574	**99.71%**	98,712,000	**99.729%**	19,742,400	**99.729%**	19,742,400	**99.729%**
Indian Railway Finance Corporation Limited	244,000	**0.259%**	244,000	**0.247%**	48,800	**0.247%**	48,800	**0.247%**
Bank of India	24,000	**0.025%**	24,000	**0.024%**	4,800	**0.024%**	4,800	**0.024%**
Total	**94,051,574**	**100.000%**	**98,980,000**	**100.000%**	**19,796,000**	**100.000%**	**19,796,000**	**100.000%**

Aggregate no. of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share
Equity shares allotted other than cash		-	-	-	-	-
Equity shares issued as bonus shares	-	79,184,000	-	-	-	-
Equity Shares Buy Back	49,28,426					
Total	**49,28,426**	**79,184,000**	**-**	**-**	**-**	**-**

Terms / Rights attached to Equity Shares :
(a) Voting:-
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.

(b) Liquidation:-
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015	
	No of shares	Rs in Millions	No of shares	Rs in Millions	No of shares	Rs in Millions	No of shares	Rs in Millions
Issued/Subscribed and Paid up equity Capital outstanding at the begging of the year	98,980,000	989.80	19,796,000	197.96	19,796,000	197.96	19,796,000	197.96
Add: Shares Issued during the year	-	-	79,184,000	791.84	-	-	-	-
Less : Shares Buy Back during the year	(4,928,426)	**(49.30)**						
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**94,051,574**	**940.50**	**98,980,000**	**989.80**	**19,796,000**	**197.96**	**19,796,000**	**197.96**

i) After close of the year, increase in Authorised Share Capital to Rs. 4000 Millions was approved in the Extra Ordinary General Meeting held on 22.05.2017.

ii) Department of Investment and Public Asset Management (DIPAM) had instructed the Company to buy back shares to the extent of 5% of paid up capital. Total shares proposed to be bought back is 49,41,818 in numbers at book value of these shares. BoD at its 236th meeting dated 21.09.2017 approved proposal to buy back by the company of its fully paid up equity shares of Rs. 10 each not exceeding 49,41,818 shares from the existing shareholders. As on the closing date of submission of offer i.e. 04.12.2017 offer for 49,28,426 shares held by Govt. of India was received.

14 Restated CONSOLIDATED Summary Statement of Other Equity

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
(a) Retained Earnings				
Opening Balance	4,021.79	3,137.35	1,396.45	(15.66)
Add: Ind AS Adjustments	-	-	-	-
Add: Transfer from surplus in statement of profit and loss	1,876.51	3,864.08	3,925.47	5,620.62
Add: Transfer from CSR Activities Reserve				17.16
Add: Dividend declared and paid during the year including Corporate Dividend Tax	(1,170.50)	(1,072.17)	(1,238.95)	(949.58)
Add: Interim Dividend including Tax thereon	-	(1,145.22)	(953.04)	(950.16)
Add: Final Dividend of FY 16-17 including Tax thereon				
Add: Bonus issue	-	(791.84)	-	
Add : Re-measurement of defined benefit plans (net of tax)	-	31.51	8.63	2.06
Add: Share Issue Expenses	-	(1.93)	(1.20)	-
Less: Payment of Fee for increase in Authorised Capital	(19.86)	-	-	-
Less : Payment of Fee for Buy Back of shares	(1905.92)	-	-	-
Less : Derecognition of Equity Component of Subsidiary	(0.20)	-	-	-
Add/(Less): Changes in carrying value of investments in Joint Ventures other than share in profit/(loss)	-	-	-	(0.54)
Less : Transfer to General Reserve	-	-	-	-
Total	**2,801.82**	**4,021.79**	**3,137.35**	**3,723.90**
(b) General Reserve				
Opening Balance	33,103.90	33,103.90	33,103.90	30,565.29
Add: Transfer from Retained Earnings	-	-	-	-
	33,103.90	**33,103.90**	**33,103.90**	**30,565.29**
(c) Other Reserves				
CSR Activities Reserve	-	-	-	17.16
Less :- Transfer to Retained Earnings	-	-	-	(17.16)
	-	-	-	-
Capital redemption reserve				
Opening Balance	-	-	-	-
Add : Transfer for Buy Back of equity Shares	**49.30**	-	-	-
Total	**49.30**	-	-	-
(c) Items of other comprehensive income				
Opening Balance	55.59	(50.07)	265.19	(22.60)
Foreign Currency Translation (net of tax)	242.40	105.66	(315.26)	68.91
Total	**297.99**	**55.59**	**(50.07)**	**46.31**

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Grand Total	**36,253.01**	**37,181.28**	**36,191.19**	**34,335.50**
Distribution made and proposed dividend				
Particulars	**43,008.00**	**42,825.00**	**42,460.00**	**42,094.00**
Cash dividends on equity shares declared and paid:				
Dividend declared during 2017-18: INR 27.80 per share (FY 2016-17: INR 45.00 per share FY 2015-16: INR 52.00 per share FY 2014-15: INR 41.00 per share)	972.50	890.82	1,029.39	811.64
Dividend distribution tax final dividend	198.00	181.35	209.56	137.94
Interim dividend paid during 2017-18: INR Nil Per share (FY 2016-17: INR 9.61 Per share, FY 2015-16: INR 40.00 per share FY 2014-15: INR 40.00 per share)	-	951.52	791.84	791.84
Dividend distribution tax on interim dividend	-	193.70	161.20	158.32
Total	**1,170.50**	**2,217.39**	**2,191.99**	**1,899.74**
Proposed dividends on equity shares:				
Dividend for 31 December 2017: INR Nil per share (31 March 2017: INR 27.80 per share, 31 March 2016: INR 45.00 per share and 31 March 2015: INR 52.00 per share)	-	972.50	890.82	1,029.39
Dividend distribution tax on proposed dividend	-	197.98	181.35	209.56
Total	**-**	**1,170.48**	**1,072.17**	**1,238.95**

15 Restated CONSOLIDATED Summary Statement of Financial Liabilities

15.1 Trade Payables

(Rs in million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Micro, Small & Medium Enterprises *	-	-	-	-
Others	-	-	-	-
Other Contractor & Suppliers	-	4.55	56.31	82.00
(b) Related Parties	-	-	-	-
Total	**-**	**4.55**	**56.31**	**82.00**

* Refer Note No. 46

15.2 Other Financial Liability

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Deposits and Retention money	3,100.50	1,292.68	1,108.63	871.94
Total	**3,100.50**	**1,292.68**	**1,108.63**	**871.94**

16Restated CONSOLIDATED Summary Statement of Provisions

(Rs in Million)

Particulars	Foot Note	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Provision for Employee Benefits	16.1	881.10	717.06	1,011.37	2,032.73
Provision for Doubtful Assets	16.2	935.40	938.82	928.94	1,359.46
Other Provisions	16.3	2,637.60	3,030.40	4,029.09	4,628.73
		4,454.10	**4,686.28**	**5,969.40**	**8,020.92**
Less: Impairment Provision for Doubtful Assets (Presented Separately)	16.2	935.40	938.82	928.94	1,359.46
Total		**3,518.70**	**3,747.46**	**5,040.46**	**6,661.46**
Current		2,750.28	2,985.20	3,542.65	3,276.51
Non Current		768.42	762.26	1,497.80	3,384.95

The disclosure of provisions movement as required under the requirements of Ind AS 37 is as follows:

16.1
Provision for Employee Benefits :
(a) Provision for Retirement Benefits

(Rs in Million)

Particulars	Gratuity	Leave Salary	Settlement Allowance on Retirement	Post Retirement Medical Benefits	Pension	Total
As at 1 April 2014	**618.47**	**805.88**	**12.89**	**174.99**	**236.14**	**1,848.37**
Current	40.88	70.50	0.88	174.99	236.14	523.39
Non Current	577.59	735.38	12.01	-	-	1,324.98
Provision made during the year	81.64	93.48	-	18.30	25.74	219.16
Less: Utilization during the year	37.03	65.80	-	120.00	-	222.83
Less: Write Back during the year	-	0.82	0.10	-	-	0.92
(Exchange Gain) / Loss	-	(0.57)	-	-	-	(0.58)
As at 31 March 2015 (Proforma)	**663.08**	**832.17**	**12.79**	**73.29**	**261.88**	**1,843.21**
Current	45.19	69.40	0.83	59.70	261.88	437.00
Non Current	617.89	762.77	11.96	13.59	-	1,406.21
Provision made during the year	22.22	77.24	0.91	28.41	33.67	162.45
Less: Utilization during the year	685.30	72.10	0.27	59.70	279.87	1,097.24
Less: Write Back during the year	-	3.04	-	-	15.68	18.72
(Exchange Gain) / Loss	-	4.02	-	-	-	4.02
Effect of ind As adjustments not to be carried forward		0.27				0.27
As at 31-March-2016	**0.00**	**830.51**	**13.43**	**42.00**	**0.00**	**885.95**
Current	-	83.05	1.30	33.80	-	118.15
Non Current	-	747.46	12.14	8.20	-	767.80
Provision made during the year	0.10	74.46	0.02	75.00	-	149.58
Less: Utilization during the year	-	62.11	0.18	33.80	-	96.08

Particulars	Gratuity	Leave Salary	Settlement Allowance on Retirement	Post Retirement Medical Benefits	Pension	Total
Less: Write Back during the year	-	283.26	-	-	-	283.26
(Exchange Gain) / Loss	-	(1.43)	-	-	-	(1.43)
As at 31-March-2017	**0.10**	**558.17**	**13.28**	**83.20**	**0.00**	**654.76**
Current	0.10	55.82	1.32	66.56	-	123.81
Non Current	-	502.35	11.96	16.64	-	531.95
Provision made during the year		78.20	-	22.50	-	100.70
Less: Utilization during the year		69.10	-	-	-	69.10
Less: Write Back during the year	-	0.10	-	-	-	0.10
(Exchange Gain) / Loss	-	-	-	-	-	-
As at 31-December-2017	**0.10**	**567.20**	**13.30**	**105.70**	**0.00**	**686.30**
Current	**-**	**56.70**	**1.33**	**84.56**	**0.00**	**142.59**
Non Current	**0.10**	**510.50**	**11.97**	**21.14**	**-**	**543.71**

(b) Provision for other Employee Benefits

(Rs in Million)

Particulars	Performance Related Pay	Leave Travel Concession	Total
As at 1 April 2014	**224.22**	**1.40**	**225.62**
Current	224.22	0.15	224.37
Non Current	-	1.25	1.25
Provision made during the year	91.10	-	91.10
Less: Utilization during the year	94.38	0.04	94.42
Less: Write Back during the year	32.70	0.08	32.78
As at 31 March 2015 (Proforma)	**188.24**	**1.29**	**189.52**
Current	188.24	0.08	188.31
Non Current	-	1.21	1.21
Provision made during the year	56.85	3.15	60.00
Less: Utilization during the year	79.49	2.13	81.62
Less: Write Back during the year	42.48	-	42.48
As at 31-March-2016	**123.11**	**2.31**	**125.42**
Current	123.11	0.34	123.44
Non Current	-	1.98	1.98
Provision made during the year	58.95	1.83	60.78
Less: Utilization during the year	116.37	0.80	117.17
Less: Write Back during the year	6.73	-	6.73
As at 31-March-2017	**58.95**	**3.35**	**62.30**
Current	58.95	0.51	59.46
Non Current	-	2.84	2.84
Provision made during the year	180.00	1.30	181.30

Particulars	Performance Related Pay	Leave Travel Concession	Total
Less: Utilization during the year	46.70	0.10	48.80
Less: Write Back during the year	-	-	
As at 31-December-2017	**190.20**	**4.60**	**194.80**
Current	**190.20**	**0.69**	**190.89**
Non Current	**-**	**3.91**	**3.91**
Total Provision for Employee Benefits (a+b)			
At 31-December-2017			**881.10**
At 31-March-2017			**717.10**
At 31-March-2016			**1,011.37**
At 31-March-2015 (proforma)			**2,032.73**

16.2Provision for Doubtful Assets :

(Rs in Million)

Particulars	Doubtful Debts	Doubtful Advances	Diminution in Value of Investments	Total
As at 1 April 2014	**179.14**	**837.58**	**55.34**	**1,072.06**
Current	179.14	837.58	55.34	1,072.06
Non Current	-	-	-	-
Provision made during the year	26.37	349.51	-	375.88
Less: Utilization during the year	22.80	9.51	-	32.31
Less: Write Back during the year	20.79	35.71	-	56.50
(Exchange Gain) / Loss	0.60	(0.27)	-	0.33
As at 31 March 2015 (Proforma)	**162.52**	**1,141.60**	**55.34**	**1,359.46**
Current	162.52	793.95	-	956.47
Non Current	-	347.65	55.34	402.99
Effect of ind As adjustments not to be carried forward		(102.70)		(102.70)
Provision made during the year	2.39	6.07	-	8.45
Less: Utilization during the year	3.30	7.25	-	10.55
Less: Write Back during the year	3.38	267.13	55.34	325.84
(Exchange Gain) / Loss	-	0.11	-	0.11
As at 31-March-2016	**158.22**	**770.71**	**-**	**928.94**
Current	158.22	770.71	-	928.94
Non Current	-	-	-	-
Provision made during the year	68.26	8.51	-	76.77
Less: Utilization during the year	6.02	19.89	-	25.91
Less: Write Back during the year	14.52	27.90	-	42.42
(Exchange Gain) / Loss	2.52	(1.07)	-	1.45
As at 31-March-2017	**208.46**	**730.35**	**-**	**938.82**
Current	208.46	730.35	-	938.82
Non Current	-	-	-	-
Provision made during the year	-	-	-	-

Particulars	Doubtful Debts	Doubtful Advances	Diminution in Value of Investments	Total
Less: Utilization during the year	-		-	-
Less: Write Back during the year	-	3.40	-	3.40
(Exchange Gain) / Loss	-		-	
As at 31-December-2017	**208.50**	**726.90**	**-**	**935.40**
Current	**208.50**	**726.90**	**-**	**935.40**
Non Current	**-**	**-**	**-**	**-**

16.3Other Provisions :

(Rs in Million)

Particulars	Demobilisation	Corporate Social Responsibility	Maintenance	Foreseeable Loss	Design Guarantee	Legal Cases	Other Expenses	Total
As at 1 April 2014	**452.69**	**-**	**2,140.93**	**101.21**	**2,060.48**	**479.32**	**508.89**	**5,743.52**
Current	239.20	-	1,613.73	101.21	569.90	479.32	280.50	3,283.86
Non Current	213.49	-	527.20	-	1,490.58	-	228.39	2,459.66
Provision made during the year	43.35	-	236.31	101.70	-	252.73	136.26	770.35
Less: Utilization during the year	3.96	-	381.40	50.63	-	1.89	92.02	529.90
Less: Write Back during the year	1.56	-	664.13	27.44	488.93	4.54	56.55	1,243.15
(Exchange Gain) / Loss	(16.05)	-	(24.75)	0.76	(145.38)	(0.02)	5.13	(180.31)
Unwinding of discount	6.04	-	15.25	-	46.47	-	0.46	68.22
As at 31 March 2015 (Proforma)	**480.51**	**-**	**1,322.21**	**125.60**	**1,472.64**	**725.60**	**502.17**	**4,628.73**
Current	405.89	-	370.10	125.60	527.19	725.60	496.82	2,651.20
Non Current	74.62	-	952.11	-	945.45	-	5.35	1,977.53
Provision made during the year	36.76		343.70	119.99	-	67.82	620.50	1,188.77
Less: Utilization during the year	83.76	-	543.81	23.91	-	0.73	212.08	864.30
Less: Write Back during the year	192.55	-	253.78	-	495.36	-	5.59	947.29
(Exchange Gain) / Loss	(8.80)	-	(11.16)	-	6.90	-	(2.15)	(15.20)
Unwinding of discount	2.59	-	79.60	0.49	31.38	-	-	114.07
Effect of ind As adjustments not to be carried forward	(0.40)	-	(75.38)	0.00	0.10	(0.00)		(75.68)
As at 31-March-2016	**234.36**	**-**	**861.38**	**222.18**	**1,015.65**	**792.68**	**902.84**	**4,029.09**
Current	229.06	-	696.44	222.18	457.86	792.68	902.84	3,301.06
Non Current	5.29	-	164.94	-	557.80	-	-	728.03
Provision made during the year	10.00	9.07	98.94	-	-	100.15	105.84	324.00
Less: Utilization during the year	33.93	-	285.80	161.46	-	13.41	262.40	757.00
Less: Write Back during the year	2.23	-	18.91	-	408.74	9.17	9.11	448.15
(Exchange Gain) / Loss	(17.50)	-	(2.26)	(0.49)	(108.86)	0.01	(20.59)	(149.69)
Unwinding of discount	1.78	-	14.43	0.04	15.89	-	-	32.15
As at 31-March-2017	**192.49**	**9.07**	**667.78**	**60.28**	**513.95**	**870.26**	**716.58**	**3,030.40**
Current	191.75	9.07	564.91	60.28	389.59	870.26	716.08	2801.93

Non Current	0.74		102.87	-	124.36	-	0.50	228.47
Provision made during the year	2.90	36.00	49.60	-	-	57.50	-	146.00
Less: Utilization during the year	0.60		140.80	22.80	-	73.40	40.80	278.40
Less: Write Back during the year	11.00		11.60	-	302.00	-	3.30	327.90
(Exchange Gain) / Loss	5.80		-9.70	-	28.40	-	29.10	53.60
Unwinding of discount	0.40		9.10	-	4.40	-	-	13.90
As at 31-December-2017	**190.00**	**45.10**	**564.40**	**37.50**	**244.70**	**854.40**	**701.60**	**2637.60**
Current	189.80	45.10	402.60	37.50	185.90	854.40	701.60	2416.80
Non Current	0.20	-	161.80	-	58.80	-	-	220.80

17Restated CONSOLIDATED Summary Statement of Other Non- Current Liabilities

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
a) Advances				
Advance from clients	8,245.60	17,691.38	9,170.65	883.95
Advance contract receipts	328.00	336.97	273.41	-
Deferred income	-	-	-	-
-				
b) Others				
Fair valuation adjustment	0.90	229.33	203.96	42.21
Others	5.60	5.59	-	-
Total	**8,580.10**	**18,263.27**	**9,648.02**	**926.16**

18.1Trade Payables

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Micro, Small & Medium Enterprises	8.10	-	-	-
Others				
(a) Contractor & Suppliers	4,706.90	3,599.00	3,908.88	4,336.15
(b) Related Parties	-	-	94.94	89.42
Total	**4,715.00**	**3,599.00**	**4,003.82**	**4,425.57**

18.2Other Financial Liabilities

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
Staff	72.00	94.61	74.04	13.91

Deposits, Retention money and Money Withheld	4,386.00	5,062.69	4,850.45	5,101.54
Financial Guarantee Contract	-	478.52	208.13	155.45
Corporate Dividend Payable	-	-	-	-
Others	311.20	-	-	-
Total	**4,769.20**	**5,635.82**	**5,132.62**	**5,270.90**

19Restated CONSOLIDATED Summary Statement of Other Current Liabilities

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015 (Proforma)
a) Advances				
Advance from clients	32,128.20	21,230.47	19,880.42	12,172.92
- Less: Deposits under protest (Sales Tax)	(2,104.80)	(2,104.79)	(2,034.54)	(1,843.15)
Advance contract receipts	2,083.10	999.61	742.69	300.91
Deferred income		47.06	39.41	
b) Others				
Statutory dues:	1,929.80	743.44	409.41	263.34
Book Overdraft		-	-	0.96
Fair valuation adjustment	1.00	249.80	133.67	106.75
Other	2.00	0.12	0.06	
Total	**34,039.30**	**21,165.71**	**19,171.12**	**11,001.73**

19.1 Current Tax Liability (Net)

(Rs in Millions)

Particulars	Footnote	31.12.17	31.03.17	31.03.16	31.03.15
Provisions for tax		8,620.20	-	-	-
Less : Tax deposited		8,400.90	-	-	-
Current tax Liability (Net)		**219.30**	**-**	**-**	**-**

20Restated CONSOLIDATED Summary Statement of Revenue from operations

(Rs in Million)

	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Contract Revenue	23,771.00	28,956.96	22,559.08	28,073.66
Loco lease		8.78	358.87	425.94
Machinery hire charges	34.70	91.50	83.09	13.18
Other Operating Revenue	97.60	101.46	570.34	167.93
MFC Leasing	112.30	136.62	147.50	80.95
Project Management Consultancy	113.80	185.31	51.11	-
Total	**24,129.40**	**29,480.63**	**23,769.99**	**28,761.66**

21Restated CONSOLIDATED Summary Statement of Other Income

(Rs in Million)

	For the period ended 31st December 2017		For the year ended 31st March 2017		For the year ended 31st March 2016		For the year ended 31st March 2015(Proforma)	
Net Profit Before Tax as Restated		**2,611.31**		**5,557.27**		**6,116.00**		**8,345.84**
Other Income		**1,653.26**		**2,633.84**		**4,277.13**		**2,677.22**
Percentage		**63.31%**		**47.39%**		**69.93%**		**32.08%**
Source of Income								
Related and Recurring								
Interest Income :								
Interest on Tax Free Bonds		166.20		220.56		156.26		160.28
Interest on refund of income-tax		-		119.30		27.26		34.02
Interest on staff advances		1.30		2.15		2.82		3.32
Interest on loan to Related Parties *		135.02		113.39		313.86		9.45
Interest on other advances		28.80		73.67		49.04		85.67
Interest on Fixed Maturity Plan		0.40		-		0.56		67.20
Interest income on unwinding of financial instruments		47.30		75.44		39.76		29.39
Bank Interest Gross	1,778.40		3,116.01		2,463.25		2,149.48	
Less:- Interest passed to clients	(1,222.10)	556.30	(1,638.21)	1,477.80	(608.27)	1,854.98	(362.27)	1,787.21
Others :								
Amortisation of financial instruments		402.90		293.44		117.68		102.88
Profit on sale of assets		20.10		3.49		8.90		20.09
Profit on transfer of Shares		-		-		-		-
Miscellaneous Income		175.74		220.93		254.55		173.17
Provision written back for Loan & Equity - CCFB		-		-		311.80		-
Exchange Fluctuation Gain	-		-		1,501.21		546.64	
Less:- Exchange Fluctuation Loss	-	-	-	-	(416.93)	1,084.28	(373.33)	173.31
Dividend Income	130.60		48.16		55.38		31.23	
Less:-Dividend passed to clients	(11.40)	119.20	(14.49)	33.67	-	55.38	-	31.23
Total		**1,653.26**		**2,633.84**		**4,277.13**		**2,677.22**

*** Interest on loan to Related Parties:**

(Rs in Million)

Particulars of Related Parties		2017-18	2016-17	2015-16	2014-15(Proforma)
- Companhia Dos Caminhos De Ferro Da Beira SARL		-	-	252.55	-
- Chhattisgarh East Railway Limited		104.40	62.64	49.18	6.71
- Chhattisgarh East-West Railway Limited		30.60	48.73	4.30	-

- IRCON AFCON JV		-	2.02	7.83	2.74
		135.00	**113.39**	**313.86**	**9.45**

22 Restated CONSOLIDATED Summary Statement of Operating and Other Expenses Administrative)

(Rs in Million)

Particulars	**Foot Note**	**Operating**								**Other Exp. (Administrative)**			
		For the period ended 31st December 2017		**For the year ended 31st March 2017**		**For the year ended 31st March 2016**		**For the year ended 31st March 2015(Proforma)**		**For the period ended 31st December 2017**	**For the year ended 31st March 2017**	**For the year ended 31st March 2016**	**For the year ended 31st March 2015(Proforma)**
Materials and Stores consumed:													
Opening Balance		389.20		898.67		584.18		354.94		-	-	-	-
Add: Purchases during the year *		2,095.20		3,210.41		3,675.10		1,965.31		-	-	-	-
		2,484.40		4,109.08		4,259.28		2,320.25		-	-	-	-
Closing Balance		282.50	2,201.90	389.23	3,719.85	898.67	3,360.61	584.18	1,736.07		-	-	-
Work Expenses			17,596.25		20,832.37		15,200.41		17,658.05	-	-	-	-
Increase / Decrease in WIP			220.60		(478.55)	5,631.96	50.43		270.93	-	-	-	-
Design, Drawing, Business Development & Consultancy Charges			30.70		168.76	359.24	313.20		244.08	-	-	-	-
Inspection, Geo Technical Investigation & Survey Exp. Etc			97.30		162.61		55.20		18.73	-	-	-	-

Particulars	Foot Note	Operating				Other Exp. (Administrative)			
		For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Repairs and Maintenance of Machinery		46.40	115.03	142.91	264.96	-	-	-	-
Hire charges of machinery		18.90	32.58	33.03	67.09	-	-	-	-
Exchange Fluctuation Loss		451.50	715.92	0.57	-		-	-	
Less:- Exchange Fluctuation Gain		73.90	331.34	-	-				
Net Exchange Fluctuation Loss		377.60	384.58	0.57	-	-	-	-	-
Rent - Non-residential		36.50	52.87	47.72	37.86	11.20	12.33	3.69	2.33
Rates and Taxes		164.40	302.98	214.42	124.83	15.60	16.23	8.41	20.16
Vehicle Operation and Maintenance		72.30	99.89	89.43	96.38	11.80	15.23	12.09	9.13
Repairs and Maintenance		-	-	-		-	-	-	
- Building		1.70	0.67	1.22	1.31	5.90	9.15	5.55	4.18
- Office and Others		33.20	32.25	24.95	34.51	21.60	40.93	28.08	28.07
Power, Electricity and Water charges		18.00	21.95	25.68	36.93	11.90	15.84	16.07	15.51
Insurance		42.80	55.52	51.31	57.39	2.00	4.04	1.83	1.36
Travelling & conveyance		68.00	92.04	85.35	82.67	18.30	29.97	26.47	26.85
Printing & stationery		9.20	11.94	12.77	15.83	6.10	6.09	4.39	5.53

Particulars	Foot Note	Operating				Other Exp. (Administrative)			
		For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Postage, telephone & telex		10.10	15.08	17.42	23.12	3.80	4.88	5.18	4.52
Preminiliary Expenses written Off					15.81	31.60			-
Legal & Professional charges		82.10	55.16	43.82	34.39	1.40	44.92	30.57	23.64
Security services		19.60	36.84	39.96	43.17	2.50	4.08	2.39	1.40
Business promotion		2.50	3.92	8.81	9.48		3.38	1.98	1.64
Write-off of :									
- Bad debts		-	6.02	3.30	23.70	-	-	-	-
- Bad advances		-	20.03	5.89	9.70	-	-	-	-
- Bad assets		-	1.14	0.20	0.04	-	-	-	-
Loss on sale of Assets/Stores		-	-	-	-	1.10	0.28	0.27	34.34
Amortisation of premium paid on Invest.		-	-	-	-	-	0.01	-	-
Director sitting fee		-	-	-	-	1.00	0.72	-	0.22
Donation		-	-	-	-	0.10	0.35	0.06	0.52
Auditors remuneration	(i)	-	-	-	-	3.90	6.24	5.49	4.28
Advertisement & publicity		-	4.05	-	-	54.30	62.33	37.38	34.15
Training & Recruitment		-	-	-	-	14.10	3.03	5.38	5.99
Corporate social responsibility		-	-	-	-	21.60	59.18	61.46	67.01

Particulars	Foot Note	Operating				Other Exp. (Administrative)			
		For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
(Refer Note 46)									
Miscellaneous expenses		30.30	28.56	47.54	87.42	15.60	27.32	11.41	17.06
Provisions (Addition - Write Back) (Refer Note 16)		(185.30)	(90.53)	234.58	(153.41)	-	-	-	-
Provisions Utilised (Refer Note 16)		(278.00)	(782.88)	(874.85)	(562.22)	-	-	-	-
Total		**20,717.05**	**24,904.73**	**19,235.88**	**20,278.82**	**255.40**	**366.53**	**268.15**	**307.93**

(i)**Payment to Statutory Auditors:**

(Rs in Million)

Particulars	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
(a) Audit Fee - current year	3.00	3.46	3.53	2.13
(b) Tax Audit Fees - current year	0.10	1.05	0.69	0.71
(c) Certification Fees	-	0.56	0.35	0.23
(d) Travelling & out of pocket expenses:	-			
- Local	0.50	0.71	0.78	0.88
- Foreign	0.30	0.47	0.14	0.33
Total	**3.90**	**6.24**	**5.49**	**4.28**

* Includes Exchange gain/ loss due to implementation of Ind AS for Rs.16.60 Million (As at 31st March 2017 : 1.35 Million, 31st March 2016 : Rs. 0.17 Million and 31st March 2015: Rs. 0.84 Million).

23 Restated CONSOLIDATED Summary Statement of Employee Remuneration and Benefits

(Rs in Million)

Particulars	Foot	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)

	Note	Operating	Other (Administrative)	Total	Operating	Other Expenses (Administrative)	Total	Operating	Other Expenses (Administrative)	Total	Operating	Other (Administrative)	Total
Salaries, wages and bonus	(i)	968.50	465.90	1,434.40	1,048.60	404.19	1,452.79	1,101.77	344.61	1,446.38	1,196.33	396.55	1,592.88
Contribution to provident and other funds		60.20	24.10	84.30	72.48	40.47	112.95	69.77	35.05	104.82	66.78	34.02	100.80
Foreign service contribution		7.40	6.20	13.60	8.03	8.34	16.37	4.09	2.05	6.14	4.69	3.02	7.71
Retirement Benefits		91.40	62.90	154.30	132.56	(171.96)	(39.40)	128.20	102.46	230.66	116.69	102.99	219.68
VRS expenses		-	-	-	-	-	-	-	-	-	-	-	-
Staff Welfare		8.30	5.20	13.50	12.68	5.35	18.03	14.04	4.81	18.85	18.00	4.72	22.72
Total		**1,135.80**	**564.30**	**1,700.10**	**1,274.35**	**286.39**	**1,560.74**	**1,317.87**	**488.98**	**1,806.85**	**1,402.49**	**541.30**	**1,943.79**

Foot Notes:-

(i) Includes income-tax on non-monetary perks Rs. 1.90 Million (As at 31st March 2017 : Rs. 3.26 Million, 31st March 2016 : Rs. 3.32 Million and 31st March 2015 : Rs. 3.28 Million).

24 Restated CONSOLIDATED Summary Statement of Finance Cost

(Rs in Million)

Particulars	Foot Note	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Interest Expense	(i)	(0.60)	96.54	78.24	-
Other Borrowing Cost					
- Bank Guarantee & Other Charges		54.80	86.69	88.51	89.63
Interest on Unwinding of financial Instruments		408.30	296.64	109.49	96.60
Amortisation of financial Instruments		46.20	73.13	41.52	30.43
Unwinding of discount on provisions		12.40	33.52	115.21	70.65

Total	**521.10**	**586.52**	**432.97**	**287.31**

Foot Notes:-
(i) includes interest on income-tax Rs. 0.03 Million (As at 31st March 2017 : Rs. 96.54 Million, 31st March 2016 : Rs. 74.97 Million and 31st March 2015 : Nil).

25 Restated CONSOLIDATED Summary Statement of Depreciation, amortization and impairment

(Rs in Million)

Particulars	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Property, Plant and equipment	103.00	179.84	294.81	198.08
Intangible Assets	17.90	73.82	13.69	13.32
Investment Property	0.30	0.45	0.47	0.39
Impairment of Assets	-	12.59	-	8.68
Total	**121.20**	**266.70**	**308.97**	**220.47**

26 Restated CONSOLIDATED Summary Statement of Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below

(Rs in Million)

Particulars	Remeasurement of Defined benefit plans			
	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Items that will not be reclassified to profit or loss	-	48.18	13.19	3.12
Income Tax relating to Items that will not be reclassified to profit and loss	-	(16.67)	(4.56)	(1.06)
Total	**-**	**31.51**	**8.63**	**2.06**

(Rs in Million)

Particulars	Foreign Currency Translation			
	For the period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
Items that will be reclassified to profit or loss	370.70	161.58	(574.61)	104.39
Income Tax relating to Items that will be reclassified to profit and loss	(128.30)	(55.92)	259.35	(35.48)
Total	**242.40**	**105.66**	**(315.26)**	**68.91**
Grand Total	**242.40**	**137.17**	**(306.63)**	**70.97**

27Prior Period Errors

(Rs in Million)

Particulars	31 March 2016	31 March 2015	1 April 2014
Impact on equity (increase/(decrease) in equity)			

Trade Payable current	33.47	-	(7.15)
Trade Receivables Current			(93.45)
Other Financial Liabilities current	(0.26)	-	
Other Current Assets	(2.95)	-	2.38
Other Current Liabilities	239.80	-	(1.04)
Provision for Legal cases	(5.11)	-	
Other Financial assets current	6.69	-	
Current Tax Asset			0.38
Net Impact on Equity	**271.64**	**-**	**(98.87)**

(Rs in Million)

Particulars	31 March 2017	31 March 2016	31-March-2015 (Proforma)
Impact on statement in profit and loss (increase/(decrease) in profit)			
Revenue from Operations	(57.16)	74.73	92.38
Other Income	(11.03)	(181.02)	(3.40)
Operating & Administrative Expenses	(2.13)	(33.42)	8.16
Other Expenses	-	4.52	1.73
Attributable to Equity Holders	**(70.32)**	**(135.19)**	**98.87**

Impact on basic and diluted earnings per share (EPS) (increase/(decrease) in EPS)

Particulars	31March2017	31 March 2016	31-March-2015 (Proforma)
Earnings per share for continuing operation			
Basic, profit from continuing operations attributable to equity holders	(0.71)	(1.37)	4.99
Diluted, profit from continuing operations attributable to equity holders	(0.71)	(1.37)	4.99

27ARestated CONSOLIDATED Summary Statement of Exceptional Items

(Rs in Million)

Particulars	31 December 2017	31 March 2017	31 March 2016	31 March 2015
Profit on Sale of Investments	-	736.94	-	-
Total	**-**	**736.94**	**-**	**-**

Note: - 28 Fair Value measurements

(i) Financial Instruments by Category

(Rs in Million)

Particulars	As at 31st December 2017			As at 31st March 2017			As at 31st March 2016			As at 31st March 2015 (Proforma)		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets												
(i) Investments												
Tax Free Bonds (including accrued interest)	-	-	3,037.80	-	-	3,092.35	-	-	3,040.30	-	-	1,780.77
Investment in mutual funds	4,234.70	-	-	2,499.14	-		1,324.81	-	-	683.91	-	-
(ii) Trade Receivables	-	-	6,595.80	-	-	4,642.49	-	-	5,100.01	-	-	4,717.47
(iii) Loans	-	-	37.90	-	-	1,591.19	-	-	623.11	-	-	1,490.72
(iv) Retention Money and Money Withheld	-	-	1,558.50	-	-	1,432.83	-	-	1,740.63	-	-	1,562.82
(v) Security Deposit with Govt. Dept. & Others recoverable	-	-	1,090.30	-	-	1,329.43	-	-	1,091.96	-	-	175.83
(vi) Cash and Cash Equivalents	-	-	6,076.00	-	-	14,537.44	-	-	25,906.76	-	-	13,212.14
(vii) Bank Balances other than (ii) above	-	-	37,805.50	-	-	32,993.78	-	-	21,313.07	-	-	20,577.77
(viii) Others - Financial Assets	-	-	5,761.10	-	-	1,926.38	-	-	1,473.74	-	-	1,304.60
Total Financial Assets	**4,234.70**	**-**	**61,962.90**	**2,499.14**	**-**	**61,545.89**	**1,324.81**	**-**	**60,289.57**	**683.91**	**-**	**44,822.12**
Financial Liabilities												
(i) Trade payables	-	-	4,715.00	-	-	3,603.55		-	4,060.13		-	4,507.57
(ii) Security Deposits & Retention Money	-	-	7,486.50	-	-	6,355.37	-		5,959.08	-		5,973.48
(iii) Others - Financial Liability	-	-	383.20	-	-	573.13		-	282.17		-	169.36
Total Financial Liabilities	**-**	**-**	**12,584.70**	**-**	**-**	**10,532.05**	**-**		**10,301.38**	**-**	**-**	**10,650.41**

(ii) Assets and liabilities which are measured at amortized cost and through Profit & loss account for which fair values are disclosed.

(Rs in Million)

Particulars	Carrying value				Fair value			
	31 December 2017	31 March 2017	31 March 2016	31-03-2015(Proforma)	31 December 2017	31 March 2017	31 March 2016	31-03-2015(Proforma)

Financial Asset								
Tax Free Bonds	3,037.80	3,092.35	3,040.30	1,780.77	3,054.90	2933.22	2929.8	1756.12
Investment in mutual funds	4,234.70	2,499.14	1,324.81	683.91	4,234.68	2499.14	1324.81	683.91
Retention Money and Money Withheld	1,558.50	1,432.83	1,740.63	1,562.82	1,558.50	1,424.81	1,734.59	1,562.82
Security Deposit with Govt. Dept. & Others	1,090.30	1,329.43	1,091.96	175.83	1,090.30	1,329.68	1,093.52	175.83
Total Assets	**9,921.30**	**8,353.75**	**7,197.70**	**4,203.33**	**9,938.38**	**8,186.85**	**7,082.71**	**4,178.68**
Financial Liabilities								
Amortised Cost								
Trade Payables	4,715.00	3,603.55	4,060.13	4,507.57	4,715.00	3,583.51	4,060.02	4,507.57
Security Deposits & Retention Money	7,486.50	6,355.37	5,959.08	5,973.48	7,486.50	6,302.09	6,020.14	5,973.48
Total Liabilities	**12,201.50**	**9,958.92**	**10,019.21**	**10,481.05**	**12,201.50**	**9,885.61**	**10,080.16**	**10,481.05**

i) The carrying amounts of current trade receivables, trade payables, security deposits and retention money, cash and cash equivalents, bank balances and other financial assets and liabilities are considered to be the same at their fair values, due to their short term nature.
ii) The fair value of long term security deposits, retention money and long term trade payables were calculated based on cash flows discounted using current market rate. They are classified as level 3 fair values hierarchy due to inclusion of unobservable inputs.
iii) Loans and Advances given to related parties are at market rate, therefore the carrying amount of such loans and advances are equal to their fair value.
iv) Staff loans and advances continue to be carrying at previous GAAP values as measurement impact is immaterial.

Fair value hierarchy
Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.
Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).
The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis and at amortised cost

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31 December 2017:-

(Rs in Million)

		Fair value measurement using			
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.12.2017	4,234.68	4,234.68	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:				-	-
Investment in Tax free Bonds	31.12.2017	3,054.90	3,054.90	-	-

Retention Money and Money Withheld	31.12.2017	1,558.50	-	-	1,558.50
Security Deposit with Govt. Dept. & Others	31.12.2017	1,090.30	-	-	1,090.30

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31 December 2017:-

(Rs in Million)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.12.2017	4,715.00	-	-	4,715.00
Security Deposits & Retention Money	31.12.2017	7,486.50	-	-	7,486.50

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31 March 2017:-

(Rs in Million)

			Fair value measurement using		
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2017	2,499.14	2,499.14	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2017	2,933.22	2,933.22		
Retention Money and Money Withheld	31.3.2017	1,424.81	-	-	1,424.81
Security Deposit with Govt. Dept. & Others	31.3.2017	1,329.68	-	-	1,329.68

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31 March 2017:-

(Rs in Million)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					

Trade Payables	31.3.2017	3,583.51	-	-	3,583.51
Security Deposits & Retention Money	31.3.2017	6,302.09	-	-	6,302.09

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31 March 2016:-

(Rs in Million)

			Fair value measurement using		
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2016	1,324.81	1,324.81	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2016	2,929.80	2,929.80	-	-
Retention Money and Money Withheld	31.3.2016	1,734.59	-	-	1,734.59
Security Deposit with Govt. Dept. & Others	31.3.2016	1,093.52	-	-	1,093.52

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31 March 2015:-

(Rs in Million)

			Fair value measurement using		
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2015	683.91	683.91	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2015	1,756.12	-	-	1756.12
Retention Money and Money Withheld	31.3.2015	1,562.82	-	-	1,562.82
Security Deposit with Govt. Dept. & Others	31.3.2015	175.83	-	-	175.83

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31 March 2015:-

(Rs in Million)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.3.2015	4,507.57	-	-	4,507.57
Security Deposits & Retention Money	31.3.2015	5,973.48	-	-	5,973.48

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

iii Financial risk management

The Company's principal financial liabilities comprise trade and other payables. The Company's principal financial assets include loans to related parties, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also holds investment in mutual funds and tax free bonds. The Company's activities expose it to some of the financial risks: market risk, credit risk and liquidity risk.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Foreign Currency Risk and Interest rate risk. Financial instruments affected by market risk includes trade receivables, trade payable and other non derivative financial instruments.

(i) Foreign Currency Risk

The company operated internationally and is exposed to insignificant foreign currency risk (since receipts & payments in foreign currency are generally matched) arising form foreign currency transactions, primarily with respect to the US $, EURO, YEN, BDT, DZD, LKR, MZN, BTN, ZAR, NPR and MYR. Significant foreign currency risk of company are naturally hedged. (Refer Note No. 36)

ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective. Financial instruments affected by interest rate risk includes tax free bonds and deposits with banks. Interest rate risk on these financial instruments are very low as interest rate is fixed for the period of financial instruments.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

The following table gives details in respect of percentage of revenues generated from top five projects.

(Rs in Million)

Particulars	**For the period ended**

	31 December,2017	31 March,2017	31 March,2016	31 March,2015
Revenue from top Projects				
Revenue from top 5 Projects	13,084.40	15,095.87	11,626.04	16,251.22
	13,084.40	**15,095.87**	**11,626.04**	**16,251.22**

(i) Provision for Expected Credit Losses
As At 31.12.2017

a) Expected Credit Loss for Trade Receivables under simplified Approach

(Rs in Million)

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	5,747.80	318.50	386.00	149.70	202.40	6,804.40
Expected Credit rate	0.09%	0.00%	0.00%	4.61%	96.99%	3.06%
Expected Credit losses (Loss provision Allowance)	5.30	-	-	6.90	196.30	208.50
Gross Carrying Amount of Trade Receivables	5,742.50	318.50	386.00	142.80	6.10	6,595.90

b) Expected Credit Loss for loans and investments

(Rs in Million)

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	130.15	6.15%	8.00	122.15
		Interest Accrued on Advances to Staff	-	-		-
		Retention Money & Security Deposit	1667.69	7.70%	128.40	1,539.29
			1,797.84		**136.40**	**1,661.44**

(i) Provision for Expected Credit Losses
As At 31.03.2017
a) Expected Credit Loss for Trade Receivables under simplified Approach

(Rs in Million)

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	3,789.11	677.96	355.45	88.90	204.40	5,115.82
Expected Credit rate	0.14%	0.00%	0.00%	7.74%	96.02%	4.08%

Expected Credit losses (Loss provision Allowance)	5.32	-	-	6.88	196.27	208.47
Gross Carrying Amount of Trade Receivables	3783.79	677.96	355.45	82.02	8.13	4907.35

b) Expected Credit Loss for loans and investments

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	101.27	7.84%	7.94	93.33
		Retention Money & Security Deposit	1,561.24	8.22%	128.41	1,432.83
			1,662.51		**136.36**	**1,526.15**

As At 31.03.2016

a) Expected Credit Loss for Trade Receivables under simplified Approach

(Rs in Million)

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	5,227.28	254.00	208.50	49.07	155.47	5,894.32
Expected Credit rate	0.00%	0.00%	4.35%	0.00%	95.94%	2.68%
Expected Credit losses (Loss provision Allowance)	-	-	9.07	-	149.16	158.23
Gross Carrying Amount of Trade Receivables	5,227.28	254.00	199.43	49.07	6.31	5,736.09

b) Expected Credit Loss for loans and investments

(Rs in Million)

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	95.82	18.67%	17.89	77.93
		Retention Money & Security Deposit	1,881.32	7.47%	140.58	1,740.74

As At 31.03.2015

a) Expected Credit Loss for Trade Receivables under simplified Approach

(Rs in Million)

Ageing	**< 6 M**	**> 6 < 12**	**> 12 < 24**	**> 24 < 36**	**> 36**	**Total**
Gross Carrying Amount	3,953.68	93.25	420.59	222.96	104.72	4,795.20
Expected Credit rate	0.12%	7.37%	3.54%	14.19%	99.81%	3.39%
Expected Credit losses (Loss provision Allowance)	4.59	6.88	14.90	31.63	104.52	162.52
Gross Carrying Amount of Trade Receivables	3,949	86	406	191	0	4,632.68

b) Expected Credit Loss for loans and investments

(Rs in Million)

Particulars		**Assets Group**	**Carrying Value**	**Expected Probability of Default**	**Expected credit Loss**	**Carrying Amount Net of Expected credit Loss**
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	112.28	21.17%	23.77	88.51
		Interest Accrued on Advances to Staff	-	100.00%	-	-
		Retention Money & Security Deposit	1,706.64	8.43%	143.83	1,562.81
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Loans	414.50	100%	414.50	-
						-
						-
			414.50		**582.10**	**1,651.32**

* Assets Group belongs to Joint Venture CCFB, Which has been settled during FY 2015-16

C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 December 2017, 31March 2017, 31 March , 2016 and 31 March , 2015

(Rs in Million)

Particulars	**As on 31 December,2017**		
	Less than 1 Year	**1-2 years**	**2 Years and above**
Trade payables	4,715.00	-	-
Other financial liabilities	4,769.20	2,985.80	114.60
Particulars	**As on 31 March,2017**		

	Less than 1 Year	1-2 years	2 Years and above
Trade payables	2,786.57	19.45	592.78
Other financial liabilities	5,976.01	803.58	1,030.52

Particulars	**As on 31 March,2016**		
	Less than 1 Year	**1-2 years**	**2 Years and above**
Trade payables	3,329.97	34.47	641.89
Other financial liabilities	5,493.38	744.51	646.00

Particulars	**As on 31 March,2015(Proforma)**		
	Less than 1 Year	**1-2 years**	**2 Years and above**
Trade payables	3,750.99	27.51	457.63
Other financial liabilities	5,727.72	632.31	299.24

d) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

iv Capital Management

The company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders. Currently company does not have any borrowings.

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. No changes were made in the objectives, policies or processes of managing capital during the year ended 31st December 2017.

Note No. 29 : - First-time adoption of Ind-AS

These standalone financial statements of Ircon International Limited for the year ended March 31, 2017 have been prepared in accordance with IndAS. For the purposes of transition to IndAS, the Company has followed the guidance prescribed in IndAS 101-First Time adoption of Indian Accounting Standard, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to IndAS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 1 have been applied in preparing the standalone financial statements for the year ended March 31, 2017 and the comparative information.

Exceptions / Exemptions availed on first time adoption of Ind AS 101
1. Estimates:

Present estimates should be consistent with estimates made under the previous GAAP unless:
i) There was an error, or

ii) The estimate and related information under previous GAAP is no longer relevant because the entity elects a different accounting policy on the adoption of Ind AS.In our case present estimates are consistent with estimates made under the previous GAAP

2. De-recognition of financial assets and financial liabilities :
The company has elected to apply the de-recognition requirements for financial assets & financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.
3. Classification and measurement of financial assets :

The company has classified and measured the financial assets in accordance with the Ind AS 109, on the basis of facts &circumstances that exist at the date of transition to IndAS.

4. Deemed Cost (Ind-AS 16&Ind AS 38) :Previous GAAP carrying value to be considered as 'deemed cost' as on transition date for Property, Plant and Equipment (after adjusting decommissioning liabilities, if any), intangibles Assets.

5. Investments in subsidiaries, Joint ventures and associates (Ind-AS 27- Separate Financial Statement) :
In Standalone financial statements, investments in subsidiaries, joint ventures and associates to be recorded at deemed cost which is previous GAAP carrying amount at that date.

6. Decommissioning liabilities included in the cost of property, plant and equipment(Ind AS 16 -Property, Plant and Equipment)

Company has adopted to measure decommissioning liability on the date of transition to Ind AS prospectively. The obligation shall be capitalized as a separate component of PPE, together with the accumulated depreciation from the date the obligation was incurred to the transition date. The amount to be capitalized as part of the cost of the asset shall be calculated by discounting the liability back to the date the obligation initially arose using the best estimate of the historical risk adjusted discount rates. The associated accumulated depreciation shall be calculated by applying the current estimate of the useful life of the asset, using the entity's depreciation policy for the asset.
7. Non-current assets held for sale(Ind-AS 105) :Company has adopted to measure such assets at transition date at lower of carrying value and fair value and difference, if any, shall be transferred to retained earnings.

Reconciliation of Equity as at 1st April 2015 (at the date of Transition)

(Rs in Million)

		Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.		**ASSETS**				
1		**Non-current assets**				
	(a)	Property, Plant and equipment	9,14	1,753.50	13.34	1,766.84
	(b)	Capital work-in-progress	14	104.70	(100.89)	3.81
	(c)	Investment Property		2,704.00	-	2,704.00
	(d)	Other Intangible assets	14	5,585.70	(4,864.56)	721.14
	(e)	Intangible assets under development	14	151.40	8.98	160.38
	(f)	Financial Assets				
		(i) Investments	7,14	1,661.80	135.99	1,797.79
		(ii) Trade Receivables	5,14	499.50	(52.44)	447.06
		(iii) Loans	14	651.90	376.80	1,028.70
		(iv) Others	5,14	51.58	(1.78)	49.80
	(g)	Deferred tax assets (Net)	3,14	2,679.08	(57.59)	2,621.49
	(h)	Other non-current assets	5,14	2,774.91	(290.66)	2,484.25
				18,618.07	(4,832.81)	13,785.26
2		**Current assets**				
	(a)	Inventories	9,14	1,243.40	(99.10)	1,144.30
	(b)	Financial Assets				
		(i) Investments	14	660.61	23.30	683.91
		(ii) Trade Receivables	14	5,966.87	(164.14)	5,802.73
		(iii) Cash and cash equivalents	14	13,669.50	(424.78)	13,244.72
		(iv) Bank Balances other than (iii) above	14	20,843.90	(299.69)	20,544.21
		(v) Loans	9,14	115.40	89.28	204.68
		(vi) Others	14	2,262.70	(835.30)	1,427.40
	(c)	Current Tax Assets (Net)		129.74	-	129.74
	(d)	Other current assets	5,14	8,390.90	(320.05)	8,070.85
				53,283.02	(2,030.48)	51,252.54
		Total Assets		**71,901.09**	**(6,863.29)**	**65,037.80**
II.		**EQUITY AND LIABILITIES**				
1		**Equity**				
	(a)	Equity Share Capital		197.96	-	197.96
	(b)	Other Equity		32,846.52	1,661.55	34,508.07
		Equity attributable to Owners of the parent		33,044.48	1,661.55	34,706.03
		Non Controlling Interest		212.84	-	212.84
		Total Equity		33,257.32	1,661.55	34,918.87
2		**Liabilities**				

			Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
(i)	**Non-current liabilities**						
	(a)	Financial Liabilities					
			(i) Borrowing	14	1,708.00	(1,708.00)	-
			(ii) Trade Payables	6,14	83.83	(4.83)	79.00
			(iii) Other financial liabilities	6,14	1,030.35	(222.60)	807.75
	(b)	Provisions		8,9,14	4,194.18	(792.17)	3,402.01
	(c)	Other Non-Current Liability		6,14	3,858.96	(2,816.51)	1,042.45
					10,875.32	(5,544.11)	5,331.21
(ii)	**Current liabilities**						
	(a)	Financial Liabilities					
			(i) Short Term Borrowing	14	686.70	(686.70)	-
			(ii) Trade payables	6,14	4,648.86	(222.91)	4,425.95
			(iii) Other financial liabilities	6,14	5,473.85	(202.57)	5,271.28
	(b)	Other current liabilities		6,14	11,279.82	(542.33)	10,737.49
	(c)	Provisions		1,2,8,9,14	4,510.28	(1,326.23)	3,184.05
	(d)	Current Tax liability (Net)			1,168.94	0.01	1,168.95
					27,768.45	(2,980.73)	24,787.72
		Total Equity and Liabilities			**71,901.09**	**(6,863.29)**	**65,037.80**

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Equity as at 31st March 2015

(Rs in Million)

			Particulars	Foot Notes	INDIAN (GAAP)*	Adjustments	IND AS
I.	**ASSETS**						
1	**Non-current assets**						
	(a)	Property, Plant and equipment		3,9,13	1,753.50	(133.95)	1,619.55
	(b)	Capital work-in-progress		13	104.70	(93.97)	10.73
	(c)	Investment Property			2,704.00	-	2,704.00
	(d)	Other Intangible assets		13	5,585.70	(4,864.55)	721.15
	(e)	Intangible assets under development			151.40	(0.04)	151.36
	(f)	Financial Assets					
			(i) Investments	7,13	1,661.80	73.82	1,735.62
			(ii) Trade Receivables	5,13	499.50	(20.54)	478.96
			(iii) Loans	13	651.90	376.70	1,028.60
			(iv) Others	5,13	51.58	(0.38)	51.20
	(i)	Deferred tax assets (Net)		13	2,679.08	(3.91)	2,675.17
	(j)	Other non-current assets		5,13	2,774.91	(321.16)	2,453.75
					18,618.07	(4,987.98)	13,630.09
2	**Current assets**						
	(a)	Inventories		9,13	1,243.40	(99.04)	1,144.36
	(b)	Financial Assets					

		Particulars	Foot Notes	INDIAN (GAAP)*	Adjustments	IND AS
		(i) Investments	13	660.61	23.30	683.91
		(ii) Trade Receivables	13	5,966.87	(165.54)	5,801.33
		(iii) Cash and cash equivalents	13	13,669.50	(457.37)	13,212.13
		(iv) Bank Balances other than (iii) above	13	20,843.90	(266.13)	20,577.77
		(v) Loans	13	115.40	89.31	204.71
		(vi) Others	13	2,262.70	(833.47)	1,429.23
	(c)	Current Tax Assets (Net)	13	129.74	55.00	184.74
	(d)	Other current assets	5,9,13	8,390.90	(293.80)	8,097.10
				53,283.02	(1,947.74)	51,335.28
		Total Assets		**71,901.09**	**(6,935.72)**	**64,965.37**
II.	**EQUITY AND LIABILITIES**					
1	**Equity**					
	(a)	Equity Share Capital		197.96	-	197.96
	(b)	Other Equity		32,846.52	1,248.49	34,095.01
		Equity attributable to Owners of the parent		33,044.48	1,248.49	34,292.97
		Non Controlling Interest		212.84	-	212.84
		Total Equity		33,257.32	1,248.49	34,505.81
2	**Liabilities**					
(i)	**Non-current liabilities**					
	(a)	Financial Liabilities				
		(i) Borrowing	13	1,708.00	(1,708.00)	-
		(i) Trade Payables	6,13	83.83	(3.13)	80.70
		(ii) Other financial liabilities	6,13	1,030.35	(158.41)	871.94
	(b)	Provisions	8,9,13	4,194.18	(814.28)	3,379.90
	(c)	Other Non-Current Liability	6,13	3,858.96	(2,932.80)	926.16
				10,875.32	(5,616.62)	5,258.70
(ii)	**Current liabilities**					
	(a)	Financial Liabilities				
		(i) Short Term Borrowing	13	686.70	(686.70)	-
		(ii) Trade payables	13	4,648.86	(191.46)	4,457.40
		(iii) Other financial liabilities	13	5,473.85	(206.55)	5,267.30
	(b)	Other current liabilities	6,13	11,279.82	(304.12)	10,975.70
	(c)	Provisions	1,13	4,510.28	(1,233.77)	3,276.51
	(d)	Current Tax liability (Net)	13	1,168.94	55.01	1,223.95
				27,768.45	(2,567.59)	25,200.86
		Total Equity and Labilities		**71,901.09**	**(6,935.72)**	**64,965.37**

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Equity as at 31st March 2016

(Rs in Million)

		Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.		**ASSETS**				
1		**Non-current assets**				
	(a)	Property, Plant and equipment	9,14	1,538.60	25.30	1,563.90
	(b)	Capital work-in-progress	14	1,306.10	(1,291.10)	15.00
	(c)	Investment Property		2,782.00	(0.20)	2,781.80
	(d)	Other Intangible assets	14	5,139.90	(4,420.80)	719.10
	(e)	Intangible assets under development	14	214.00	524.60	738.60
	(f)	Financial Assets		-	-	-
		(i) Investments	7,14	2,913.60	581.10	3,494.70
		(ii) Trade Receivables	5,14	28.00	(2.60)	25.40
		(iii) Loans	14	454.00	152.10	606.10
		(iv) Others	5,14	633.58	(160.24)	473.34
	(g)	Deferred tax assets (Net)	3,14	2,113.00	2.94	2,115.94
	(h)	Other non-current assets	5,14	2,860.00	(366.10)	2,493.90
				19,982.78	(4,955.00)	15,027.78
2		**Current assets**				
	(a)	Inventories	9,14	1,490.10	(83.90)	1,406.20
	(b)	Financial Assets		-	-	-
		(i) Investments	12,14	1,319.90	60.20	1,380.10
		(ii) Trade Receivables	5,14	6,821.30	(6.05)	6,815.25
		(iii) Cash and cash equivalents	14	26,065.03	(158.23)	25,906.80
		(iv) Bank Balances other than (iii) above	14	21,514.55	(201.45)	21,313.10
		(v) Loans	9,14	18.32	(1.32)	17.00
		(vi) Others	2,9,14	2,279.10	(60.22)	2,218.88
	(c)	Current Tax Assets (Net)		191.00	-	191.00
	(d)	Other current assets	5,14	7,389.10	(271.17)	7,117.93
				67,088.40	(722.15)	66,366.25
		Total Assets		**87,071.18**	**(5,677.15)**	**81,394.03**
II.		**EQUITY AND LIABILITIES**				
1		**Equity**				
	(a)	Equity Share Capital		197.96	-	197.96
	(b)	Other Equity		34,769.99	1,421.02	36,191.01
		Equity attributable to Owners of the parent		34,967.95	1,421.02	36,388.97
		Non Controlling Interest		218.45		218.45
		Total Equity		35,186.40	1,421.02	36,607.42
2		**Liabilities**				
(i)		**Non-current liabilities**				

		Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
	(a)	Financial Liabilities				
		(i) Borrowing	14	1,311.96	(1,311.96)	-
		(ii) Trade Payables	6,14	58.21	(1.91)	56.30
		(iii) Other financial liabilities	6,14	1,526.60	(418.00)	1,108.60
	(b)	Provisions	8,14	2,057.40	(559.60)	1,497.80
	(c)	Other Non-Current Liability	6,14	12,419.06	(2,771.06)	9,648.00
				17,373.23	(5,062.53)	12,310.70
(ii)	**Current liabilities**					
	(a)	Financial Liabilities				
		(i) Short Term Borrowing	14	485.00	(485.00)	-
		(ii) Trade payables	6,14	4,072.56	(68.76)	4,003.80
		(ii) Other financial liabilities	6,14	5,811.93	(679.23)	5,132.70
	(b)	Other current liabilities	6,14	18,826.20	345.00	19,171.20
	(c)	Provisions	1,2,8,14	4,690.36	(1,147.65)	3,542.71
	(d)	Current Tax liability (Net)		625.50	-	625.50
				34,511.55	(2,035.64)	32,475.91
		Total Equity and Liabilities		**87,071.18**	**(5,677.15)**	**81,394.03**

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31st March 2016

(Rs in Million)

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	2, 9,14	24,722.60	(952.60)	23,770.00
	Add :- Company share of turnover in Integrated Joint Operations	14	-	1,039.30	1,039.30
			24,722.60	86.70	24,809.30
II.	Other income	2,5,6,7,10,11,12,14	4,372.60	162.30	4,534.90
III.	**Total Income (I + II)**		29,095.20	249.00	29,344.20
IV.	**Expenses:**				
	Operating and administrative expenses :				
	- Operating Expenses	2,8,9,14	19,880.60	(644.70)	19,235.90
	- Administrative Expenses	2.9,14			
	Employee benefits expenses	4,9,14	1,808.60	(1.70)	1,806.90
	Finance costs	5,6,9,14	333.20	99.80	433.00
	Depreciation, amortization and impairment	9,14	742.50	(433.61)	308.89
	Other Expenses (Administrative)	14	305.10	(36.70)	268.40
	Proportionate share of expenses in Integrated Joint Operations	14	-	972.50	972.50
	Total Expenses (IV).		23,070.00	(44.41)	23,025.59

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
V.	**Profit/(loss) Before exceptional items and Tax (III - IV)**		6,025.20	293.41	6,318.61
VI.	Exceptional items				
	Share in Profit/(Loss) of Joint Ventures	14	-	54.89	54.89
VII.	Profit/(Loss) before tax (V - VI)		6,025.20	348.30	6,373.50
VIII.	Tax expense:				
	(1) Current tax				
	- For the year	13	1,417.80	150.50	1,568.30
	- For earlier years (net)		50.70	-	50.70
	(2) Deferred tax (net)		566.10	(0.10)	566.00
	Total Tax Expense (VIII)		2,034.60	150.40	2,185.00
IX	**Profit/(loss) for the year from continuing operation (VII - VIII)**		3,990.60	197.90	4,188.50
X	**Other Comprehensive Income**				
	A. (i) Items that will not be reclassified to profit or loss	4	-	13.19	13.19
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss	13	-	(4.56)	(4.56)
	B. (i) Items that will be reclassified to profit or loss	9	-	(574.61)	(574.61)
	(ii) Income Tax relating to Items that will be reclassified to profit or loss	13	-	259.35	259.35
	Other Comprehensive Income		**-**	**(306.63)**	**(306.63)**
XI	**Total Comprehensive Income for the year (IX + X) (Comprising profit and other comprehensive income for the year)**		**3,990.60**	**(108.73)**	**3,881.87**
	Total Comprehensive Income attributable to				
	Owners of the parent		3,984.99	(366.16)	3,618.83
	Non Controlling Interest		5.61	-	5.61
XII	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		40.32	(1.10)	39.22
	(2) Diluted		40.32	(1.10)	39.22

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31st March 2015

(Rs in Million)

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	2, 9,13	30,376.41	(1,597.18)	28,779.23
	Add :- Company share of turnover in Integrated Joint Operations	13	-	886.17	886.17
			30,376.41	(711.01)	29,665.40
II.	Other income	2,5,6,7,11,13	2,673.27	(25.96)	2,647.31
III.	**Total Income (I + II)**		33,049.68	(736.97)	32,312.71
IV.	**Expenses:**				
	Operating Expenses	2,8,9,13	21,219.90	(914.35)	20,305.55
	Employee benefits expenses	4,9,13	1,987.11	(43.43)	1,943.68
	Finance costs	5,6,8,9,13	327.90	(40.62)	287.28
	Depreciation, amortization and impairment	3,9,13	572.55	(352.01)	220.54
	Other Expenses (Administrative)	2.9,13	336.98	(29.07)	307.91
	Proportionate share of expenses in Integrated Joint Operations	13	-	862.31	862.31
	Total Expenses (IV).		24,444.44	(517.17)	23,927.27
V.	**Profit/(loss) Before exceptional items and Tax (III - IV)**		8,605.25	(219.80)	8,385.40
VI.	Exceptional items		-	-	-
VII	Share in Profit/(Loss) of Joint Venture	13	-	(78.62)	(78.62)
VIII.	Profit before tax (V + VI + VII)		8,605.25	(298.42)	8,306.80
IX	Tax expenses:				
	(1) Current tax				
	- For the year	12,13	2,038.35	(62.25)	1,976.10
	- For earlier years (net)		407.74	-	407.74
	(2) Deferred tax (net)	13	327.82	3.91	331.73
	Total Tax Expense		2,773.90	(58.34)	2,715.56
X	**Profit for the year from continuing operation (VII - VIII)**		5,831.35	(240.09)	5,591.24
X	Profit/(loss) from discontinued operations				
XI	Tax Expense of discontinued operations				
XII	Profit/(loss) from discontinued operations (after tax) (X-XI)				
XIII	**Profit/(loss) for the period (IX+XII)**		**5,831.35**	**(240.09)**	**5,591.24**

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
XI	**Other Comprehensive Income**				
	A. (i) Items that will not be reclassified to profit or loss	4		3.12	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss	12		(1.06)	(1.06)
	B. (i) Items that will be reclassified to profit or loss	9		104.39	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss	12		(35.48)	(35.48)
			-	**70.97**	**70.97**
XII	**Total Comprehensive Income for the year (X +XI) before Non Controlling Interest (Comprising profit and other comprehensive income for the year)**		**5,831.35**	**(169.12)**	**5,662.21**
	Total Comprehensive Income attributable to				
	Owners of the parent		**5,841.03**	**(169.12)**	**5,671.89**
	Add/(Less): Non Controlling Interest in Loss/(Profit)		**(9.69)**	**-**	**(9.69)**
	Total Comprehensive Income		**5,831.35**	**(169.12)**	**5,662.21**
XIII	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		294.08	(4.90)	289.18
	(2) Diluted		294.08	(4.90)	289.18

Reconciliation of Total Comprehensive Income for the year ended 31st March 2016

(Rs in Million)

Particulars		31 March 2016		31st March 2015 (Proforma)	
Profit after tax as per previous GAAP			**3,990.60**		**5,831.35**
Adjustments :					
Remeasurement of Post Employment benefit obligations	4	13.19		(3.12)	
Tax Effect on adjustment for remeasurement of Post Employment Benefit obligations	13	(4.56)		1.06	
Tax Effect on Foreign Exchange from functional to Presentation Currency				35.48	
Prior Period Adjustment	2	(135.19)		98.88	
Interest income on unwinding of financial instruments	5	39.76		29.39	
Amortisation of financial instrument	6	119.18		102.88	
Interest Expense on unwinding of financial instrument	6	(109.49)		(96.61)	
Amortisation of financial Instruments	5	(41.52)		(30.43)	
Adjustment for Lease Income	10	1.42			
Income from Mutual Funds	12	4.93		(1.73)	
Interest Income on Bonds	7	(0.03)		0.10	
Componentization Effect				(95.61)	
Unwinding of discount on provisions	8	(115.22)		(70.63)	

Discounting of addition of provision made during 2015-16	8	94.18			
Provision at discounted creation during the year				(114.50)	
Change in method of consolidation	14	40.21		1.52	
Exchange gain and deferred tax	13,9	291.04	**197.90**	(96.79)	**(240.11)**
Profit after tax as per Ind-AS			**4,188.50**		**5,591.24**
Other comprehensive Income					
(i) Items that will not be reclassified to profit and loss (including tax)		8.63		2.06	
(ii) Items that will be reclassified to profit and loss (including tax)		(315.26)	(306.63)	68.91	70.97
Total comprehensive income as per Ind-AS			**3,881.87**		**5,662.21**

Foot Notes:-

1- Proposed Dividend

Company will recognise a liability for dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP as at 31-3-2016 of Rs. 1072.17 Million and as at 1-April 2015 of Rs 1238.95 Million including CDT has been reversed and booked in the year in which it was declared by shareholder in AGM. Therefore, there is decrease in provisions by Rs 1072.17 Million as at 31.03.2016 and by Rs 1238.95 Millions as at 01.04.2015 with corresponding increase in retained earnings by an equivalent amount.

2- Prior Period

Under Ind-AS 8, Accounting Policies, change in accounting estimates and errors, material prior period error shall be corrected by retrospective restatement. A Prior period income of Rs 205.40 Million was recognised in FY 2015-16 has been restated as at 31 March 2015, This restatement result in to increase in retained earnings with corresponding increase in Assets/ Liabilities by Rs. 205.40 Million as at 01.04.2015.

Prior period income of Rs 70.30 Million for the period ended 31 March 2017 has been reversed during FY 2016-17, out of which expenses of Rs 4.20 Million adjusted in retained earnings in opening balance sheet and income of Rs.74.50 Million has been recognised in FY 2015-16 with corresponding increase/decrease in Assets/ Liabilities. (for details refer note 27)

3- Deferred Tax

As per Ind-AS company has recognised the deferred tax assets of Rs. 2223.14 Million as at 31-March 2016 and of Rs. 2685.53 Million as at 31 March 2015, therefore there is increase in retained earnings by Rs. 2.90 Million as at 31-March 2016 and of Rs. 57.59 Million as at 31 March 2015.

4- Remeasurement of Defined benefits Plans

Under Ind-AS Actuarial gain & (loss), and its tax component has been recognised in other comprehensive income, under previous GAAP, these Actuarial gain & (loss) are become part of profit and loss, which result in to decrease in employee benefit expenses and increase in other comprehensive income by Rs. 13.19 Million, however there is no impact on Equity.

5- Financial Assets

Security deposits/Retention Money has been recognised at amortised cost of Rs. 25.40 Million as at 31-03-2016 (at fair value of Rs. 447.1 Million as at 01-04-2015) and the difference of Rs. 2.70 Million as at 31-03-2016 (Rs. 53.00 Million as at 01-04-2015) recognisedas fair value adjustments.

Security deposits with government and others has been recognised at amortised cost of Rs. 331.80 Million at 31-03-2016 (at fair value of Rs. 13.90 Million as at 01-04-2015) and the difference of Rs. 6.70 Million as at 31-03-2016 (Rs. 5.20 Million as at 01-04-2015) recognised as fair value adjustments.

Net impact on non current assets is Rs 6.60 Million (as at 01.04.2015 Rs 30.90 Million) and in current assets by Rs 63.50 Million as at 01.04.2015 Rs 2.00 Million) as at 31.03.2016 including prior period adjustments and translation differences and other Ind-AS adjustments.

During the financial year 2015-16, company had recognised interest income of Rs. 39.80 Million on security deposits and amortisedRs. 41.50 Million from fair value adjustments. This has resulted into decrease in profit by Rs 1.70 Million.

6- Financial Liabilities
Trade payables has been recognised at amortised cost of Rs. 4114.80 Million as at 31-03-2016 (as at fair value of Rs. 4556.00 Million as at 01-04-2015) and the difference of Rs. 9.70 Million as at 31-03-2016 (Rs. 36.30 Million as at 01-04-2015) recognised as fair value adjustments in other liabilities. (above figures included both current and non current)

Deposits and Retention money has been recognised at amortised cost of Rs. 619.40 Million as at 31-03-2016 (at fair value of Rs. 605.90 Million as at 01-04-2015) and the difference of Rs. 345.70 Million as at 31-03-2016 (Rs. 36.30 Million as at 01-04-2015) recognised as as fair value adjustments in other liabilities. (above figures included both current and non current)

Net impact on non current liabilities is Rs 204.00 Million as at 31.03.2016 (as at 01.04.2015 Rs. 15.80 Million) and in current liabilities by Rs 72.10 Million as at 31.03.2016 (as at 01.04.2015 Rs. 130.70 Million) including prior period adjustments and translation differences.

During financial year 2015-16, company recognised interest cost of Rs. 109.40 Million on financial liabilities and amortisation of financial instruments Rs. 117.60 Million. Net impact on profit and loss is Rs 8.20 Million.

7- Investments
Investment in tax free bonds has been recognised at amortised cost as at 31.3.2016 at Rs. 2913.80 Million and as at 01.04.2015 at Rs 1661.98 Million with corresponding increase in Interest income during the year ended 2015-16 by Rs 0.03 Million and increase in retained earnings by Rs 0.17 Million as at 01.04.2015.

8- Provisions
Provisions has been recognised at fair value where time value of money is material, which result in to decrease in retained earnings as at 01.04.2015 by Rs. 205.30 Million including translation difference of foreign operation and decrease in other operating expenses during the FY 15-16 by Rs. 94.18 Million. (above figure includes current &non current figure)

Interest cost of Rs 115.22 Million has been recognised during FY 2015-16 as unwinding of discount on provisions. This has resulted into decrease in profit by Rs. 21.04 Million.

9- Translation to Presentation Currency
Exchange difference of foreign branches whose functional currency is different from presentation currency of company has recognised in other comprehensive income as at 01.04.2015 of Rs 265.20 Million and in other comprehensive income during the FY 2015-16 by Rs (574.61) Million with corresponding increase or decrease in other assets and liabilities. Net impact on equity as at 01.04.2015 is Rs 36.29 Million.

10- Under Ind-AS, Lease income has been recognised on SLM basis where increase has not in line with general inflation, income of Rs 1.00 Million has been recognised in retained earnings as at 01.04.2015 and Rs 1.42 Million in other income during the FY 2015-16 which result in to increase in other equity and in other current assets by same amount.

11- Under the previous GAAP, Investment properties were presented as Property, Plant and Equipment. Under Ind-AS Investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity and on profit as a result of the adjustment

12- Investment in mutual funds
During FY 2015-16 investment in Mutual Funds has been recognised at FVTPL, therefore there is increase in other income by Rs 4.93 Million during FY 2015-16 with corresponding increase in investment in mutual funds.

13- Difference in tax expenses

Difference in tax expenses is due to reclassification of tax items from profit & loss to items of other comprehensive income, there is no impact on equity and tax expenses during financial year 2015-16. However Rs. 2.90 Million has been recognised as deferred tax expenses during financial year 2015-16.

14. Change in method of Consolidation

Some of the entities have been classified as joint ventures under Ind AS 111 based on the nature of the control exercised by the Parent Company. Accordingly, the share in net profit/loss of joint ventures is recognised in the consolidated statement of Profit and loss account and share in net assets is included under investment in joint ventures in the consolidated balance sheet as per equity method. Under I-GAAP, the financials of these entities were consolidated line by line.

30. a) The consolidated financial statements are prepared in accordance with the requirement of section-129(3) of the Companies Act, 2013 and rules made thereunder as applicable from the financial year starting from 1st April, 2015. Accordingly, the company (also referred to as holding company), its subsidiaries and joint venture (jointly referred to as the 'Group') considered in the consolidated financial statements are as follows:

Name of Subsidiary/Joint Ventures	Country of Origin	% age Share			
		Nine Month ended 31.12.2017	**31.03.2017**	**31.03.2016**	**31.03.2015**
Subsidiaries;					
1. Ircon Infrastructure and Services Limited. (IISL)	India	**100.00%**	100.00%	100.00%	100.00%
2. Indian Railway Station Development Corporation Limited. (IRSDC)	India	**-**	51.00%	51.00%	51.00%
3. Ircon PB Tollway Limited. (IPBTL)	India	**100.00%**	100.00%	100.00%	100.00%
4. Ircon Shivpuri Guna Tollway Limited. (ISGTL)					
5. Ircon Devanagare Haveri Highway Limited (DHHL)	India	**100.00%**	100.00%	100.00%	-
Joint Ventures:					
6. Companhia Dos Caminhos De Ferro Da Beira SARL (CCFB)	India	**100.00%**	-	-	-
7. Ircon-Soma Tollway Private Limited (ISTPL)	Mozambique	**-**	-	25.00%	25.00%
8. Chattisgarh East Railway Limited (CERL)	India	**50.00%**	50.00%	50.00%	50.00%
9. Chattisgarh East-West Railway Limited (CEWRL)	India	**26.00%**	26.00%	26.00%	26.00%
10. Mahanadi Coal Rail Limited (MCRL)	India	**26.00%**	26.00%	26.00%	26.00%
11. Jharkhand Central Railway Limited (JCRL)	India	**26.00%**	26.00%	26.00%	-
12. Baster Railway Pvt. Ltd. (BRPL)	India	**26.00%**	26.00%	26.00%	-
13. Indian Railway Station Development Corporation Limited. (IRSDC)					

	India	**26.00%**	26.00%	-	-
	India	**50.00%**	-	-	-

- During the period, Ministry of Railways vide letter dated 10-04-2017 transferred 1% equity to RLDA from Ircon, therefor IRSDC has been Joint Venture Company which was subsidiary company till 31st March, 2017

b) The financial statements of the entities used for the purpose of consolidation have the same reporting date as that of the Company.

c) As far as possible, the consolidated financial statements are prepared using uniform accounting policies for like transactions and other events in similar circumstances and are presented in the same manner as the Holding Company's separate financial statements. The differences in accounting policies, if any, of the Holding Company and its Joint Ventures are not material.

31. Contingent liabilities and Contingent Assets:

(I) Contingent Liabilities:

(a) Claims against the company not acknowledge as debt;

- **Rs. 3820.40Millions** (2016-17 Rs. 4188.20Millions, 2015-16 Rs. 5078.00Millions, 2014-15 Rs. 5310.70Millions) net of provision of **Rs.594.20 Millions**(2016-17 Rs. 564.40Millions,2015-16 Rs.1113.90Millions, 2014-15 Rs. 88.60Millions). Against this the Company has counter claims of **Rs. 2617.50Millions**(2016-17 Rs. 2782.40Millions,2015-16 Rs. 2093.80Millions, 2014-15 Rs. 1734.50Millions). Interest on claims is not considered, being unascertainable.

- There are some cases relating to employees/others are pending in the Courts against the Company in respect of which the liability is not ascertainable.

- **Rs. 1147.60Millions**(2016-17 Rs. 1416.60Millions,2015-16 Rs. 2611.60Millions, 2014-15 Rs. 1326.60Millions) relating to Direct tax which includes **Rs. 637.20Millions**(2016-17 Rs. 649.50Millions,2015-16 Rs. 649.50Millions, 2014-15 Rs. 649.50Millions) on account of appeal filed by Income tax department before Income Tax appellate tribunal (ITAT) against order passed by Commissioner of Income tax (Appeals) in favour of company.

- Indirect tax disputed demands under appeal **Rs. 3220.20Millions**(2016-17 Rs. 2662.70Millions,2015-16 Rs.2299.50Millions, 2014-15 Rs. 1860.60Millions) of which **Rs. Nil** (2016-17 Nil,2015-16 Rs. 1104.40Millions, 2014-15 Rs. NIL) has been reimbursed by the client and **Rs. 613.50Millions**(2016-17 Rs. 613.50Millions,2015-16 Rs. 288.30Millions, 2014-15 Rs. 1141.60Millions) are reimbursable from the clients.

(b) Guarantees excluding financial guarantee

In respect of Joint arrangements:

Rs. in Millions

S.N.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
1	Indemnity bond for international Metro Civil Contractor.	**-**	-	12.40	12.40
2	Sales-tax liability of International Metro Civil Contractor	**42.50**	42.50	42.50	42.50
3	Service Tax liability of International Metro Civil Contractor	**10.10**	10.10	10.10	20.20
4	Corporate guarantee to Central Excise in case of Metro Tunnelling Group.	**-**	-	15.40	15.40
5	Bank guarantee in case of Ircon-RCS-PFLEIDERER	**14.00**	14.00	14.00	14.00
6	Income Tax liability in the case of Metro Tunnelling Group	**9.60**	9.60	10.50	8.80
7	Income Tax liability in the case of International Metro Civil Contractor	**-**	-	-	52.90
8	Recovery suit against the International Metro Civil Contractor by M/s Sai Engineers	**0.20**	0.20	0.20	0.20
9	Bank Guarantee in case of Ircon-Afcon JV for Bhairab Railway Bridge Project, Bangladesh.	**140.70**	257.20	566.00	513.40

(c) Other money for which company is contingent liable

Pending disposal of application for extension of time by clients, Group is contingently liable to pay liquidated damages to the extent of **Rs.96.70Millions**(2016-17 Rs. 96.70Millions,2015-16 Rs.92.70Millionsand 2014-15 Rs. 567.00Millions) to the clients.

(II) Contingent Assets:

Rs. in Millions

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
1	Claims raised by Ircon on some of its clients and awarded by arbitrators in favour of Ircon against which clients have gone to court, not accounted for as receivables including interest calculated upto 31.12.2017 as per arbitration award.	**1,889.50**	1,790.60	1,210.80	1,112.30
2	Counter Claims raised by Ircon on sub-contractors and awarded by arbitrators in favour of Ircon against which sub-contractors have gone to court, not accounted for as receivables	**89.20**	89.20	20.40	20.40
3	Insurance Claim of **USD 0.74 Mn** (2016-17 USD. 0.82 Mn,2015-16 USD 0.79 Mn) and Ethiopian Birr 0.72 Mn (2016-17 USD. 0.95 Mn, 2015-16 ETB 0.91 Mn) equivalent to including interest calculated upto 31.12.2017 and awarded by Honourable Supreme Court of Ethiopia in favour of Ircon has not been accounted for, pending execution order by High Court of Ethiopia.	**56.40**	55.00	54.70	-

32. Commitments:

a)

Rs. In Millions

S.No.	Particulars	Half year ended 31.12.2017	2016-17	2015-16	2014-15
1.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	**5,208.20**	8,753.50	13,891.00	910.30

b) **Other Commitments**

Commitments forfund/providing guarantee to/on behalf of subsidiaries/joint arrangements:

Rs. in Millions

S.No.	Particulars	Half year ended 31.12.2017	2016-17	2015-16	2014-15
1.	Counter guarantee to Indian Overseas Bank issuance of bank guarantee to subsidiary company, Ircon Infrastructure& Services Ltd (IrconISL)	**100.00**	-	-	-
	Out of the total limit of Rs. 100 **Million**				
	(i) Indian Overseas Bank has issued Bank Guarantees to the extent of	**40.20**	-	-	-
	(iii) Balance limit for issuance of bank guarantees	**59.80**	-	-	-
2.	For subscribing towards balance share of equity (26% each) in JV Companies as below				
	(i) Chhattisgarh East Railway Limited	**752.80**	204.20	435.40	1.30
	(ii) Chhattisgarh East-West Railway Limited	**1.30**	1.30	1.30	1.30
3.	For release of balance shareholder's loan to Joint venture companies as below:				
	(i) Chhattisgarh East Railway Limited	**-**	520.00	-	90.00
	(ii) Chhattisgarh East-West Railway Limited	**-**	-	195.00	390.00
4.	For release of balance shareholder's loan to joint venture company, Companhia Dos Caminhos De Ferro Da Beira SARL.	**-**	-	8.00	57.50
5.	Counter guarantee to State bank of India for issuance of letter of credit to Joint operation, Ircon Afcons JV,	**-**	22.60	334.00	386.60
6.	An undertaking to Punjab National Bank fornon-disposal of 21% of present holding of the company (1,34,12,700 shares of Rs. 10 each) in Joint Venture Company, Ircon-Soma Tollway Private Limited.	**-**	134.10	134.10	134.10
7.	For subscribing towards balance share of equity (26% each)) in Joint venture companies				
	(i) Mahanadi Coal Railway Ltd	**12.90**	12.90	12.90	-
	(ii) Jharkhand Central Railway Ltd	**-**	117.00	13.00	-
8.	For subscribing towards balance share of equity (26% each) in Joint venture company, Bastar Railway Private Ltd.	**1.20**	1.20	13.00	-

(c) There are certain claims against the Company not acknowledged as debt **Rs. 18044.30 Millions**(2016-17 Rs. 8609.80Millions,2015-16 Rs.7105.70Millions2014-15 Rs. 7480.20Millions) net of provisions of **Rs. 11.30Millions**(2016-17 Rs. 11.30Millions,2015-16 Rs. Nil 2014-15 Rs. 694.30Millions). In case such claims against the Company do materialize, it will be reimbursable from the clients. Against this the company has counter claims of **Rs. 16981.80Millions**(2016-17 Rs. 9509.40Millions,2015-16 Rs. 6328.20Millions2014-15 Rs. 6482.40Millions). Interest on claims not considered, being unascertainable but would also be reimbursable.

33. The Holding Company is liable to pay **Nil** (2016-17 Rs. 7.00Millions,2015-16 Rs.79.60Millions, 2014-15 Rs. 762.80Millions) on account of taxes on construction profits of Sri-Lanka projects which shall be directly reimbursed by Sri Lankan Railway to Sri Lankan Inland Revenue Department. Therefore, the same has not been provided in the books of accounts.

34. (a) Since assessment year 2000-01, the Holding Company has been claiming deduction under Section-80 IA of the Income Tax Act, 1961 in income tax returns, w.r.t. eligible infrastructure construction projects till date.

The Holding Company has filed appeal to ITAT on disallowance by CIT(A) for the said deduction for all assessment years except assessment years 2004-05, 2005-06 and 2007-08 for which the Income Tax department has filed appeal against allowance of deduction by CIT(A).

Accordingly, the Company has made provision for tax without considering the deduction under Section 80-IA since AY 2000-01. Total amount of deduction under section 80IA is **Rs.10611.20Millions** (2016-17 Rs. 10500.30Millions,2015-16 Rs.10163.20Millionsand 2014-15 Rs. 9256.30) having tax impact of **Rs. 3610.60Millions** (2016-17 Rs. 3572.20Millions,2015-16 Rs.3470.80Millionsand 2014-15 Rs. 3157.00Millions). Disposing appeal for A.Y. 2000-01, ITAT allowed deduction u/s 80IA. Following decision of ITAT, CIT (A) has allowed the deduction for A.Y. 2012-13 & 2013-14.

b) The Holding company offering global income, for tax in India after excluding the income earned by its permanent establishments in foreign countries having Double Taxation Avoidance Agreements (DTAA) with India, as per settled legal position that such income can be taxed by source country and is not taxable in India. However, CIT (A) denied the treatment of excluding such foreign income and only gave credit for taxes paid out of India on foreign income for the AY 2006-07, 2008-09 and 2009-10.

Jurisdictional Assessing Officer has also started making the assessment in a similar manner from the AY 2010-11 onwards. Though, the Holding Company has paid tax accordingly however, it has filed an appeal to Income Tax Appellate Tribunal for all the assessment year under dispute.

Tax involved under DTAA income issue aggregates to **Rs.2378.90Millions**(Rs. 2378.90Millions).

35. (a) The Holding Company had 25% equity stake in Comphanhia Dos Caminhos De Ferro Da Beira SARL Mozambique (CCFB), a Joint Venture Company incorporated as per Mozambican laws in the year 2004 to execute a railway project awarded by the Government of Mozambique (GOM) on BOT basis and had paid USD 1.25 Mn (Rs 55.30Millions. Other shareholders were RITES & CFM, Mozambique with 26% & 49% share respectively.

(b) On 8th December 2011, Government of Mozambique (GoM) unilaterally terminated the concession agreement and took over the project which in the opinion of company was unlawful and against the provision of agreement. Consequently, CCFB initiated arbitration against the said decision of GoM. Dispute has now been amicably settled with Government of Mozambique on 21st October 2015 through settlement agreement. As per the settlement agreement, holding company will get in installments an amount of USD 40.31 Millions. First installment of USD 17.93 Mn. (equivalent to INR 1217.10Millions) for holding company's share has been received on 20.1.2016. During the year, second installment of USD 5.595 Mn (Rs.372.70Millions) received on 20.10.2016. Balance three installments of USD 5.595 Mn each are due on 18.10.2017, 18.10.2018 & 18.10.2019 which will be received throughthe confirmed Letter of Credit opened by Government of Mozambique.

(c) After receipt of upfront payment and establishment of Letter of Credit,Company has transferredits shareholding in Comphanhia Dos Caminhos De Ferro Da Beira SARL Mozambique (CCFB) to CFM/Mozambique Ports and Railway Company, representing the Government of Republic of Mozambique on 22.09.2016. Accordingly, Equity investment of USD 1.25 Mn. has been transferred and USD 10.64 Mn. (Rs. 736.90Millions) has been recognized as profit on sale of investment in the statement of profit and loss for the financial year 2016-17.

36.(a)Some of the balances shown under debtors, advances and creditors are subject to confirmation / reconciliation/ adjustment, if any. The Group has been sending letters for confirmation to parties. However, the Group does not expect any material dispute w.r.t. the recoverability/payment of the same.

(b)In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

37.(a)Foreign exchange recognised statement of profit and loss:

(Rs in Millions)

Particulars	Nine month ended 31.12.2017	2016-17	2015-16	2014-15
I) PROFIT OR LOSS	**(377.60)**	(384.58)	1083.71	173.31
ii) Other Comprehensive Income	**370.70**	161.58	(574.61)	104.39
TOTAL	**(6.90)**	**(223.00)**	**509.10**	**277.70**

(b) Disclosure of unhedged foreign currency exposure

The unhedged foreign currency exposure is as under: -

(Rs. in Millions)

Particulars	Currency	Nine Month ended 31.12.2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015	
		Foreign Currency in Millions	INR Millions	Foreign Currency in Millions	INR Millions	Foreign Currency in Millions	INR Millions	Foreign Currency in Millions	INR Millions
Assets :									
Advance to Contractors									
	DZD	-	-	51.80	30.60	37.10	22.60	-	-
	Euro	-	-	-	-	0.10	4.20	0.60	43.60
	ZAR	-	-	27.30	132.40	-	-	-	-
	LKR	-	-	-	-	28.20	12.80	4.00	1.90
	ETB	-	-	0.20	0.60	4.90	15.20	-	-
	MYR	-	-	-	-	-	0.50	0.20	3.00
	NPR	-	-	17.50	11.00	17.70	10.00	-	-
	MZN	-	-	-	-	0.60	0.80	0.60	1.00
	USD	-	-	-	-	-	-	-	0.80
Trade Receivables			-						
	BTN	-	-	29.20	29.20	2.60	2.60	-	-

	BDT	-	-	-	-	16.50	13.90	14.10	11.30
	DZD	-	-	196.60	116.50	898.10	547.50	512.90	328.30
	Euro	-	-	1.30	91.60	10.70	783.90	4.60	314.10
	MYR	-	-	4.10	60.20	4.00	69.00	0.40	6.90
	ZAR	-	-	23.90	111.80	-	-	-	-
	USD	-	-	9.10	587.30	9.20	609.00	24.30	1,510.90
Cash & Bank Balances			-						
	BTN	-	-	4.60	4.60	9.00	9.00	-	-
	BDT	-	-	53.90	42.10	9.30	7.90	1.30	1.00
	DZD	-	-	1,256.90	741.60	126.50	77.20	296.30	189.60
	ETB	-	-	-	0.10	-	-	-	0.10
	Euro	-	-	4.40	296.90	7.80	577.90	13.00	893.20
	LKR	-	-	148.10	63.10	459.60	208.60	194.60	91.40
	MYR	-	-	31.00	453.50	39.70	672.90	16.90	285.00
	ZAR	-	-	11.40	53.40	1.90	8.20	-	-
	MZN	-	-	-	-	0.30	0.30	0.30	0.50
	USD	-	-	32.50	2,082.90	11.70	764.50	68.80	4,283.60
Other Assets									
	DZD	-	-	27.20	16.40	402.00	245.20	161.70	103.50
	ETB	-	-	0.70	2.10	1.90	5.90	11.30	34.50
	Euro	-	-	0.50	36.80	9.40	700.20	4.30	295.40
	LKR	-	-	-	-	76.70	34.80	161.80	76.00
	MYR	-	-	25.80	378.00	9.90	167.50	1.40	24.30
	ZAR	-	-	1.60	7.50	-	0.10	-	-
	USD	-	-	16.90	1,082.60	5.20	345.10	3.70	233.20
	NPR	-	-	22.40	14.00	22.40	14.00	-	-
	BDT	-	-	-	-	-	-	13.80	11.10
Liabilities :									
Advance from Client									
	BTN	-	-	-	-	21.30	21.30	-	-
	BDT	-	-	1,154.50	936.10	7.20	5.70	8.40	6.70

	Euro	-	-	0.70	46.80	1.90	144.10	3.90	268.70
	ZAR	-	-	43.60	211.70	-	-	-	-
	USD	-	-	4.10	266.20	0.70	41.70	1.60	99.80
Trade Payable									
	BTN	-	-	6.70	6.70	5.90	5.90	-	-
	AUD	-	-	-	-	0.10	7.10	0.10	7.10
	BDT	-	-	13.70	11.30	-	-	0.20	0.20
	DZD	-	-	304.40	179.60	250.20	152.60	139.20	89.10
	Euro	-	-	3.30	227.10	8.20	562.80	9.20	631.00
	JPY	-	-	0.50	0.30	101.00	52.50	101.00	52.50
	LKR	-	-	-	-	142.70	64.70	142.00	66.70
	MYR	-	-	2.70	38.90	4.80	82.20	4.20	70.70
	ZAR	-	-	2.40	11.40	-	-	-	-
	MZN	-	-	-	-	41.30	53.50	41.30	69.70
	USD	-	-	18.40	675.00	10.30	504.20	7.20	450.60
Other Liabilities			-						
	BTN	-	-	3.80	3.80	3.60	3.60	-	-
	BDT	-	-	33.50	27.00	5.00	4.20	3.80	3.10
	DZD	-	-	225.90	133.30	144.20	88.00	309.00	197.70
	ETB	-	-	1.00	2.70	0.20	0.60	0.20	0.50
	Euro	-	-	1.10	76.90	0.90	64.80	1.90	130.10
	LKR	-	-	-	-	98.90	44.90	175.10	82.20
	MYR	-	-	9.90	144.80	0.30	4.90	42.60	719.10
	ZAR	-	-	16.20	78.50	-	-	-	-
	USD	-	-	10.80	714.90	11.30	746.70	8.30	518.50
	NPR	-	-	31.50	19.70	0.30	0.20	-	-
	RM	-	-	-	-	10.50	178.30	-	-

The unhedged foreign currency exposures are naturally hedged.

DZD- Algerian Dinar, ZAR-South African Rand, LKR-Sri Lankan Rupee, ETB-Ethiopian Birr, MYR-Malaysian Ringgit, NPR-Nepalese Rupee, MZN-Mozambican Metical, BTN-Bhutanese Ngultrum, BDT-Bangladeshi Taka, AUD-Australian Dollar, JPY-Japanese Yen.

38. Disclosure regarding Leases:

I. Assets taken on operating lease:

The Group's leasing arrangements are in respect of operating leases of premises for residential use of employees, offices, guesthouses and transit camps. Most of the leasing arrangements are cancellable and are usually renewable on mutually agreed terms. The amounts of lease payments during the year are as under:

	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	Note Reference
(a)	Lease payments (net of recoveries) in respect of premises for residential use of employees	-	37.50	43.30	57.80	included in salaries & wages note 23
(b)	Lease payments in respect of office premises, guesthouses and transit camps	-	65.10	51.60	40.20	included in operating & administrative expenses note 22.

II. Assets given on operating lease:

(a) The Group has given certain commercial/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements.

(b) The Group has also provided Plant & Machinery (Locomotives) on wet lease basis to a foreign client till 31.12.2015.

(c) The Group has sub-leased 23Multi-Functional Complexes to various sub-lessees upto 31.03.2017. Out of which, sub-lease agreement of 4 MFC's has been terminated.

(d) The amount of lease rent received during the year is as under:

(Rs. in Millions)

	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	Note Reference
1	Lease rent in respect of non-residential premises	-	80.10	76.30	70.20	included in miscellaneous income note 21
2	Lease rent in respect of locomotives	-	8.78	358.87	425.94	included in loco lease note 20
3	Lease rent in respect of sub-leasing of 23 MFCs	-	136.62	147.50	80.95	included in loco lease note 20

(e) Future minimum lease rental receivable in respect of non–cancellable operating lease for each of the following period is as under:

(Rs. in Millions)

Lease Rent Receivable	Nine Month ended 31.12.2017	31 March 2017	31 March 2016	31 March 2015
Within One year				
Premises Locomotives Multi-Functional Complexs (MFCs)	-	3.50 NIL 172.00	3.40 NIL 126.30	NIL 334.20 138.60

After one year but not more than five years Premises Locomotives Multi-Functional Complexs (MFCs)	 - -	 20.60 NIL 802.10	 6.60 NIL 17.00	 NIL NIL 139.50
More than five years Premises Locomotives Multi-Functional Complexs (MFCs)	 -	 14.10 NIL 8,953.50	 NIL NIL NIL	 NIL NIL NIL

(f) Details of assets given on lease during the year:

(Rs. in Millions)

Particulars	**Nine Month ended 31.12.2017**			**As at 31st March 2017**			**As at 31st March 2016**			**As at 31st March 2015**		
	Premises	Locos	MFCs	Premises	Locos	MFCs	Premises	Locos	MFCs	Premises	Locos	MFCs
Gross Carrying amount of assets	-	-	-	35.10	309.00	972.70	100.00	356.60	972.70	69.60	356.60	959.40
Depreciation for the year	-	-	-	0.70	-	19.90	1.80	-	17.30	1.40		14.70
Impairment loss for the year	-	-	-	-	2.10	-	-	-	-	-	-	-

Accumulated Depreciation	-	-	-	4.10	293.50	53.50	14.40	338.70	33.50	12.20	338.70	16.30

39. Segment Reporting:

A. General Information:

(i) The Company has determined reportable operating segments from geographical perspective.

(ii) The Company's source of risk and rewards are derived from the units spread across the globe and hence, International projects and Domestic projects are considered as individual operating segments.

(iii) The operating segments have been reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

(iv) These operating segments are monitored by company's Chief Operating Decision Maker (CODM) and strategic decisions are made on the basis of segments results. Segment performance is evaluated based on the profit of each segment.

B. Information about reportable segments and reconciliation to amounts reflected in the financial statements:

(Rs in Millions)

Particulars	INTERNATIONAL				DOMESTIC				TOTAL			
	Nine Month ended 31.12.2017	**2016-17**	2015-16	2014-15	**Nine Month ended 31.12.2017**	**2016-17**	2015-16	2014-15	**Nine Month ended 31.12.2017**	**2016-17**	2015-16	2014-15
Segment Revenue												
Revenue from External Customers	**3374.50**	2,538.00	3,258.80	8,063.80	**20,754.90**	26,942.63	20,511.19	20,697.86	**24,129.40**	29,480.63	23,769.99	28,761.66
Add: Company share of turnover in Integrated Joint operations	**129.60**	882.80	835.90	470.70	**-**	16.20	203.40	415.50	**129.60**	899.01	1,039.25	886.17
Interest Income	**50.00**	69.70	56.10	98.60	**885.30**	2,012.61	2,388.44	2,077.94	**935.30**	2,082.31	2,444.54	2,176.54
Other Income	**13.50**	54.70	673.50	201.50	**704.60**	496.83	1,159.09	299.18	**718.10**	551.53	1,832.59	500.68
Inter-segment	**-**	-	-	-	**-**	-	-	-	**-**	-	-	-

Total Revenue	**3567.60**	3,545.20	4,824.30	8,834.60	**22,344.80**	29,468.28	24,262.07	23,490.45	**25,912.40**	33,013.48	29,086.37	32,325.05
Segment Result												
Profit before Provision, Depreciation, Interest, Exceptional item and Tax	**(308.10)**	120.90	2,285.60	4,612.00	**2,673**	5,028.16	4,507.08	3,722.32	**2,364.90**	5,149.06	6,792.68	8,334.32
Less: Provision & write backs (Net)	**(481.50)**	(414.20)	198.00	(645.50)	**18.20**	323.67	36.58	492.09	**(463.30)**	(90.53)	234.58	(153.41)
Depreciation, amortization and impairment	**36.20**	74.80	167.90	68.10	**85**	191.90	141.07	152.37	**121.20**	266.70	308.97	220.47
Interest	**-**	-	-	-	**(0.60)**	96.54	78.24	-	**(0.60)**	96.54	78.24	-
Exceptional Items	**-**	(736.94)	-	-	**-**	-	-	-	**-**	(736.94)	-	-
Share in Profit/(Loss) of Joint Ventures	**-**	-	-		**96.20**	56.02	54.89	(78.58)	**96.20**	56.02	54.89	(78.58)
PROFIT BEFORE TAX	**137.20**	1,197.20	1,919.70	5,189.40	**2,474.20**	4,360.03	4,196.30	3,156.44	**2,611.40**	5,557.27	6,116.00	8,345.84
TAX EXPENSE	**31.30**	655.60	423.20	2,060.10	**703.50**	1,059.83	1,761.72	655.43	**734.80**	1,715.43	2,184.92	2,715.53
PROFIT AFTER TAX	**105.90**	541.60	1,496.50	3,129.30	**1,770.70**	3,300.24	2,434.58	2,501.01	**1,876.60**	3,841.84	3,931.08	5,630.31

C. **Other Information**

(Rs in Millions)

PARTICULARS	**INTERNATIONAL**				**DOMESTIC**				**TOTAL**			
	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	**Nine Month ended 31.12.2017**	2016-17	2015-16	2014-15	**Nine Month ended 31.12.2017**	2016-17	2015-16	2014-15
Assets	**7,548.20**	6,599.60	5,775.10	10,228.10	**88,587.50**	85,714.51	75,618.96	54,981.91	**96,135.70**	92,314.11	81,394.06	65,210.01

Liabilities	**7,129.20**	5,569.20	5,272.50	8,001.70	**51,812.90**	48,377.62	39,513.96	22,462.01	**58,942.10**	53,946.82	44,786.46	30,463.71
Investment in Joint Ventures accounted for by the equity method	**-**	-	-	-	**2,797.30**	2,384.04	580.83	73.64	**2,797.30**	2,384.04	580.83	73.64
Non-Current Assets Other than financial instruments, deferred tax assets, net defined benefit assets	**400.80**	480.60	593.00	801.30	**16,616.30**	14,286.15	7,719.43	6,859.20	**17,017.10**	14,766.75	8,312.43	7,660.50
Capital Expenditure (Addition to PPE, CWIP, Investment Property, Other Intangible Assets and Intangible assets under development)	**26.90**	11.20	3.20	162.30	**4,841.20**	5,306.14	811.75	2,956.01	**4,868.10**	5,317.34	814.95	3,118.31

D. Information about major Customers:

During the year ended December 31, 2017, Operating Revenue of approximately **42.04%** (2016-17 38.15%, 2015-1639.84% and 2014-15 68.58%) derived from a single external customer in Domestic Segment.

40. Interest in other Entities

Disclosure in respect of Joint arrangements

1. Unincorporated Joint operations:

i) For projects in operation:

S. No.	**Name of the Joint operations**	**Principal place of Business**	**Partner(s) and Country of Origin**	**Participating Interest (in %) as on**			
				Nine Month ended 31.12.2017	**31March 2017**	**31March 2016**	**31March2015**
1.	IRCON-SPSCPL	J&K, India	Ircon, India SPSCPL, India	**50.00** **50.00**	50.00 50.00	50.00 50.00	50.00 50.00
2.	IRCON-AFCONS	Bangladesh	Ircon, India Afcons Infrastructure Ltd., India	**53.00** **47.00**	53.00 47.00	53.00 47.00	53.00 47.00

3.	Express Freight Consortium	Gujrat, Maharashtra, India	Mitsui, Japan Ircon, India Tata Project Ltd., India	**51.00** **30.00** **19.00**	51.00 30.00 19.00	51.00 30.00 19.00	- - -
4.	Express Freight Railway Consortium	Maharashtra, India	Mitsui, Japan Ircon, India Tata Project Ltd., India	**51.00** **30.00** **19.00**	51.00 30.00 19.00	- - -	- - -

ii) For projects which have been completed:

S. No.	Name of the Joint operations	Principal place of Business	Partner(s) and Country of Origin	Participating Interest (in %) as on			
				Nine Month ended 31.12.2017	31March 2017	31March 2016	31March 2015
1	RICON		IRCON, INDIA RITES, India	**49.00** **51.00**	49.00 51.00	49.00 51.00	49.00 51.00
2	RICON- CETA SARL	Mozambique	RICON, India CETA, Mozambique	**Nil** **Nil**	Nil Nil	49.00 51.00	49.00 51.00
3	Ircon-COBRA-ELIOP	Delhi NCR, India	Ircon, India COBRA, Spain ELIOP, Spain	**61.22** **34.35** **4.43**	61.22 34.35 4.43	61.22 34.35 4.43	61.22 34.35 4.43
4	Ircon- SreeBhawani Builders		IRCON, INDIA Sree Bhawani Builders, India	**24.21** **75.79**	24.21 75.79	24.21 75.79	24.21 75.79

5	Ircon-SMJ Project JV	Tamilnadu, India	Ircon, India Sumber Mitra Jaya, Indonesia	**55.00** **45.00**	55.00 45.00	55.00 45.00	55.00 45.00
6	International Metro Civil Contractor. (IMCC)	Delhi NCR, India	Dywidag, Germany Larsen &Tubro Ltd., India Samsung Corp., Korea Shimizu Corp., Japan Ircon, India	**29.00** **26.00** **26.00** **9.50** **9.50**	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
7	Metro Tunnelling Group (MTG)	Delhi NCR, India	Dywidag, Germany Larsen &Tubro Ltd., India Samsung Corp., Korea Shimizu Corp., Japan Ircon, India	**29.00** **26.00** **26.00** **9.50** **9.50**	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
8	Ircon-GANNON Dunkerly	Uttar Pradesh, India	Ircon, India GANNON Dunkerly	**55.70** **44.30**	55.70 44.30	55.70 44.30	55.70 44.30
9	Ircon-RCS-PFLEIDERER	J&K, India	Ircon, India Rayalseema Concrete Sleepers Pvt. Ltd, India Pfleiderer Infrastrukturtecnik Gmbh & Co, Germany	**65.08** **21.87** **13.05**	65.08 21.87 13.05	65.08 21.87 13.05	65.08 21.87 13.05

2. Joint-Venture Companies:

S. No	Name of JV Company	Principal place of Business	Shareholders and country of origin	Percentage of Ownership			
				Nine Month ended 31.12.2017	**As at 31 March 2017**	**As at 31 March 2016**	**As at 31 March 2015**
1	CCFB (Companhia Dos Caminhos De Ferro Da Beira SARL) Mozambique	Mozambique	Ircon, India RITES, India CFM, Mozambique	- - -	-* - -	25.00 26.00 49.00	25.00 26.00 49.00

2	Ircon-Soma Tollway Private Limited. (ISTPL)	MAHARASHTRA, INDIA	IRCON, INDIA Soma Enterprise Limited, India	**50.00** **50.00**	50.00 50.00	50.00 50.00	50.00 50.00
3	Chhattisgarh East Railway Limited (CERL)	CHHATTISGARH,INDIA	IRCON,INDIA SECL,India CSIDC	**26.00** **64.00** **10.00**	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00
4	Chhattisgarh East-West Railway Limited (CEWRL)	CHHATTISGARH,INDIA	IRCON,INDIA SECL,India CSIDC	**26.00** **64.00** **10.00**	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00
5	Mahanadi Coal Rail Limited (MCRL)	ODISHA, INDIA	IRCON, INDIA MCL, INDIA GoO, INDIA	**26.00** **64.00** **10.00**	26.00 64.00 10.00	26.00 64.00 10.00	- - -
6	Jharkhand Central Railway Limited (JCRL)	JHARKHAND, INDIA	IRCON, INDIA CCL, India GoJ, India	**26.00** **64.00** **10.00**	26.00 64.00 10.00	26.00 64.00 10.00	- - -
7	Baster Railway Pvt. Ltd. (BRPL)	CHHATTISGARH,INDIA	IRCON, INDIA NMDC, India SAIL, India CMDC, India	**26.00** **43.00** **21.00** **10.00**	26.00 43.00 21.00 10.00	- - - -	- - - -
8	Indian Railway Station Development Corporation Ltd	NEW DELHI,INDIA	IRCON ,INDIA RLDA	**50.00** **50.00**	- -	- -	- -

41. Related Party disclosures: Related party to be identified as per IND AS

a) Enterprises where control exists:

(i) Subsidiary Companies: -

- Ircon Infrastructure and Services Limited. (IISL)
- Ircon Devanagare Haveri Highway Limited(IDHHL)
- IrconPB Tollway Limited. (IPBTL)
- Ircon Shivpuri Guna Tollway Limited (ISGTL)
- Indian Railway Station Development Corporation Limited (IRSDC) till March 31,2017 *

***Ministry of Railway vide letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON, thereby revising the ownership and non-controlling interest to 50:50.**

(ii) Joint arrangements: -

- Unincorporated Joint Operations – As per Note no. 40 (a) above
- Joint Venture Companies – As per Note no. 40 (b) above.

b) Key management personnel:

Whole time Directors:-S/Shri S.K. Chaudhary, M. K.Singh, Deepak Sabhlok and Hitesh Khanna.

Directors (Official Government nominated):- S/Shri Rajiv Chaudhary, S.C Jain w.e.f. 3rd January, 2017 to 17th November, 2017
S/Shri Ved Pal w.e.f 22nd November, 2017.

Independent Directors:- S/Shri Avineesh Matta, Sanjay Kumar Singh, Ms. Vasudha V. Kamat, Dr. C.B Venkataramana and Dr. Narendra Singh Raina.

Company Secretary: -Smt. Sumita Sharma Resigned on 26th October, 2017
Smt. Iti Matta w.e.f 26th October, 2017 to 3rd January,2018.
Smt. Ritu Arora w.e.f 4th January, 2018.

c) Disclosure of transactions with related parties:

(Rs. in Millions)

Particulars	**Transactions during the year**				**Particulars of Contracts/ Arrangements**
	Nine Month ended 31.12.2017	**2016-17**	**2015-16**	**2014-15**	**Nature of Transaction**
1. Remuneration to key management personnel (b above) & Sitting Fees to other Independent Directors	As per Note No. 42				
2. Purchase of Goods & Services (including CSR expenses)/Lease of PPE/Any other transaction					
Joint Ventures (including)					
Chhattisgarh East Railway Limited (CERL)	-	7.00	-	-	Interest paid
IRCON AFCON JV	7.20				Purchase of equipment and material

Total	**7.20**	**7.00**	**-**	**-**	
3. Sale of Goods & Services/Interest Income/ Any other transaction					
Joint arrangements (Including)					
Ircon-Soma Tollway Private Limited. (ISTPL)	-	0.30	0.70	-	Rent for the Premises
Companhia Dos Caminhos De Ferro Da Beira SARL (CCFB)	-	-	252.60	-	Interest on Loan
Chhattisgarh East Railway Limited (CERL)	**827.80**	1,300.70	1,823.00	276.70	Consultancy & works receipts
Chhattisgarh East Railway Limited (CERL)	**223.00**	62.60	49.20	-	Interest on Loan
Chhattisgarh East-West Railway Limited (CEWRL)	**276.70**	375.10	223.30	536.40	Consultancy receipts
Chhattisgarh East-West Railway Limited (CEWRL)	**83.70**	48.70	4.30	-	Interest on Loan
IRCON AFCONS JV	**-**	2.00	7.80	-	Interest on Loan
Mahanadi Coal Rail Limited (MCRL)	**-**	55.40	-	-	Consultancy & work receipts
Total	**1411.20**	**1,844.80**	**2,360.90**	**813.10**	
4. Equity Investments in JVs					
Joint Venture					
Chhattisgarh East Railway Limited (CERL)	-	434.10	390.00	11.60	
Chhattisgarh East-West Railway Limited (CEWRL)	-	1,300.00	-	11.60	
Mahanadi Coal Rail Limited (MCRL)	-	-	0.10	-	
Baster Railway Pvt. Ltd. (BRPL)	-	11.80	-	-	
Jharkhand Central Railway Limited (JCRL)	-	13.00	-	-	
CCFB	-	(55.30)	-	-	Disinvestment
Indian Railway Station Development Corp Ltd. (IRSDC)	**(4.00)**	-	-	-	Disinvestment

Indian Railway Station Development Corporation Ltd (IRSDC)	**200.00**				Application money for share issue
Total	**196.00**				
5. Loan to Joint Arrangements					
Companhia Dos Caminhos De Ferro Da Beira SARL (CCFB)- *Loan Disbursed*	-	-	50.50	71.20	
Chhattisgarh East Railway Limited (CERL)- *Loan Disbursed*	**260.00**	780.00	90.00	300.00	
Chhattisgarh East Railway Limited (CERL)- *Loan Repayment*	**(1630.60)**				
Chhattisgarh East-West Railway Limited (CEWRL)- *Loan Disbursed*	**-**	195.00	195.00	-	
IRCON AFCONS JV					
Loan Disbursed	**-**	75.00	-	181.10	
Loan Repayment	**-**	(75.00)	(181.10)	-	
Total	**(1,370.60)**	**975.00**	**154.40**	**552.30**	
6. Reimbursement of deputation staff expenses, rent & other misc. expenses					
JVs					
Ircon-Soma Tollway Private Limited. (ISTPL)	13.20	5.60	2.10	19.80	**Reimbursement**
Indian Railway Station Development Corporation Ltd (IRSDC)	15.40	-	-	-	**Reimbursement**
IRCON AFCONS JV	6.20	-	-	-	**Reimbursement**
Trust					
Ircon Gratuity Trust	59.60	78.20	24.30	-	Reimbursement
Ircon Employees Contributory PF Trust	83.20	285.20	259.90	238.20	Contribution to Trust
Ircon Pension Trust	54.30	76.10	305.80	-	Contribution to Trust
Ircon Medical Trust	-	33.80	59.70	120.00	Contribution to Trust
Total	**231.90**	**478.90**	**651.80**	**378.00**	

Disclosure of amount due to/from related parties

(Rs in Millions)

Particulars	**AMOUNT**			
	Nine Month ended 31.12.2017	**As at 31-03-2017**	**As at 31-03-2016**	**As at 31-03-2015**
Amount Receivables				
(1) Loan outstanding to Joint arrangement/ JV**	**0.00**	1,714.40	585.00	1,440.50
CCFB	**-**	-	-	959.40
Ircon-Afcons JV	**-**	-	-	181.10
Chhattisgarh East Railway Limited (CERL)	**-**	1,276.70	390.00	300.00
Chhattisgarh East-West Railway Limited (CEWRL)	**-**	437.70	195.00	-
2) For Other Services ,reimbursements etc. to Joint Arrangement/Joint Venture	**109.00**	**617.10**	**808.10**	**120.90**
CCFB	-	-	-	7.80
Ircon-Soma Tollway Private Limited (ISTPL)	**77.50**	77.10	72.20	72.50
Indian Railway Station Development Corporation Ltd (IRSDC)	**4.40**			
Chhattisgarh East Railway Limited (CERL)	**3.10**	412.90	672.80	44.30
Chhattisgarh East-West Railway Limited (CEWRL)	**3.60**	52.90	38.80	4.10
Mahanadi Coal Rail Limited (MCRL)	**3.70**	47.20	-	-
RICON	**-**	4.40	-	-
Trust				
Ircon Gratuity Trust	**16.70**	22.60	24.30	-
Amount Payable				
Joint arrangement	**954.60**	650.60	184.80	-

1) For Other Services				
Chhattisgarh East Railway Limited (CERL)	**438.30**	281.50	184.80	-
Chhattisgarh East-West Railway Limited (CEWRL)	**309.20**	185.70	-	-
IRCON AFCONS	**78.00**	78.00	-	-
Mahanadi Coal Rail Limited (MCRL)	**-**	2.00	-	-
2) Advance work receipts	**-**	-	-	
Mahanadi Coal Rail Limited (MCRL)	**31.30**	55.20	-	-
Bastar Raiway Pvt Ltd	**97.80**	-	-	-
3) Advance Received				
Jharkhand Central Railway Limited (JCRL)	-	50.00	-	-

**Includes Interest accrued

d) **Transaction with the Related Government entities**

Apart from transactions reported above, the company has transactions with related Government entities which includes but not limited to the following:

Name of Government: Ministry of Railways, Government of India (Significant control over company)

Certain significant transactions & Closing balances:

Transactions during the year:

(Rs. in Millions)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
i)	Sales	**10,183.50**	12,652.00	10,953.30	15,814.20
ii)	Interest Passed on	**1,162.60**	1,593.60	549.60	258.60
iii)	Dividend Paid	**NIL**	1,837.30	1,816.30	1,599.10

Note: Purchases are heterogeneous in nature, thus immaterial. Hence not disclosed.

Closing balances:

(Rs. in Millions)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
i)	Receivable	**870.90**	881.60	2,175.80	1,731.10
ii)	Billable revenue/receivables not due	**673.40**	685.00	1,400.60	3,563.40
iii)	Claims recoverable	**-**	8.70	28.60	29.00
iv)	Advance Received	**23,311.30**	32,473.60	25,453.20	9,086.80
v)	Advance work receipts	**14.20**	3.80	-	-

42. Details of remuneration to Directors/Key Managerial Person:

(Rs. in Millions)

S.No	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
I	Salary & allowances*	**10.50**	15.10	17.40	17.80
II	Contribution to provident fund, pension	**1.30**	1.40	2.00	1.00
III	Reimbursement of medical expenses	**0.10**	0.30	0.30	0.30
IV	Sitting fee	**1.00**	0.70	-	-
V	Other benefits	**4.80**	3.30	2.70	2.70
	TOTAL	**17.70**	**20.80**	**22.40**	**21.80**

* Figures of2016-17 include PRP (2014-15) of Rs. 3.00 Millions paid during the year; 2015-16 include PRP (2013-14) of Rs.4.70 **Millions** paid during the year; 2014-15 include PRP (2012-13) of Rs. 6.40 Millions paid during the year.

Recovery as applicable has been made from Directors who have been provided with Company accommodation and car.

43. During the year, Company has carried out assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realisable value and carrying cost in terms of Ind AS 36, "Impairment of Assets" notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016. Accordingly, impairment loss of **Rs.Nil** (Rs. 12.59Millionsfor FY 2016-17,Rs. 0.02 Millions for FY 2015-16 and Rs.8.70Millionsfor FY 2014-15) has been provided for."

44. Disclosure under Ind AS-19 on Employee benefits

Provident Fund

The Holding Company pays fixed contribution of Provident Fund at a pre-determined rate to a separate trust, which invests the funds in permitted securities. The trust is required to pay a minimum rate of interest on contribution to the members of the trust. The amount available in the fund including the returns on investment is greater than the obligation of the company. During the year, the Holding Company has contributed **Rs.52.10Millions**(Rs. 108.40Millionsfor FY 2016-17,Rs.101.40Millionsfor FY 2015-16 and Rs.99.10Millionsfor FY 2014-15) to the trust.

Gratuity

The Holding Company has implemented IRCON Employees Group Gratuity Scheme to provide financial assistance to the employees of the Company as a social security measure on the termination of their employment due to superannuation, retirement, resignation, physical incapacitation or death. The scheme is managed by a separate Trust formed in the year 2015-16 for this purpose and approved by the Income Tax Authorities. Funds of the Trust are managed by LIC of India.As on 31.12.2017, an asset of **Rs. 16.70Millions**has been booked in the books of accounts, however no actuarial valuation has been made for the period 31.12.2017.

Pension

The Holding Company has implemented IRCON Defined Contribution Superannuation Pension Scheme, 2009 w.e.f. 01.04.2009, for all regular employees drawing pay in IDA scale who would complete 15 years of service in the Holding Company (including service in other CPSEs) upto normal retirement date. The scheme is managed by a separate Trust formed in the year 2015-16 for this purpose and approved by the Income Tax Authorities. Holding Company's share of contribution amounting to **Rs. 54.30 Millions** for the period from 01.04.2017 to 31.12.2017 has been paid and accounted for during the year 2017-18. Liability for the month of Dec 2017of **Rs. 16.30Millions** (Rs.5.10Millions in March 2017, Rs.5.00Millionsin March 2016 and Nil in March 2015)has been provided in the books of accounts.

Post-Retirement Medical Facility (PRMF)

The Holding Company had established an irrevocable trust by initial one-time contribution of Rs. 120.00**Millions**during the year 2000-01 for providing annuity, medical and other benefits to the spouse of employees who die in harness as also the medical benefits to the employees (and spouse) who superannuate from the Company. This being a voluntary welfare measure, the Holding Company is not liable for providing such benefits to its employees. However, Holding Company has also kept provision of **Rs. 84.70Millions** (Rs. 83.20Millionsfor FY 2016-17, Rs.42.00Millionsfor FY 2015-16 and Rs.73.30Millions for FY 2014-15) based on the decision of management.

Leave Encashment

The liability towards encashment of leave as per rules of the Holding Company is recognised on the basis of actuarial valuation except for employees posted in foreign projects. Since, the foreign assignments are treated as dies - non, liability for those employees is provided in the books on accrual basis as the amount is payable to employee on repatriation.

Other Retirement Benefits

Other retirement benefits include settlement at home-town or to the place where he or his family intends to settle in India including Baggage Allowance. The liability on this account is recognized on the basis of actuarial valuation.

(a) The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet as on 31.03.2017 and 31.03.2016 is as under:

(i) Service Cost

(Rs. in Millions)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Current Service Cost	35.50 (35.70)	34.00 (46.90)	0.10 (0.10)	26.30 (24.90)
b)	Past Service Cost including curtailment Gains/Losses	-- (--)	-- (--)	-- (--)	-- (--)
c)	Gains or Losses on Non routine settlements	-- (--)	-- (--)	-- (--)	-- (--)
d)	Difference in HPL leave days balance in Opening	- -	(266.60) (--)	- -	- -
e)	**Total**	**35.50** **(35.70)**	**(232.60)** **(46.90)**	**0.10** **(0.10)**	**26.30** **(24.90)**

* Except employees posted on Foreign Projects

(ii)Net Interest Cost

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits

a)	Interest cost on Defined Benefit Obligation	54.00 (53.00)	40.70 (63.90)	0.20 (0.10)	53.50 (41.10)
b)	Interest Income on Plan Assets (Expected)	50.20 (--)	-- (--)	-- (--)	44.50 (40.00)
c)	Net Interest Cost (Income)	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)

* Except employees posted on Foreign Projects

(iii)Changes in Present Benefit Obligation

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Present value of obligation as at the beginning of the period	720.60 (663.10)	809.00 (799.00)	2.30 (1.30)	712.70 (608.40)
b)	Difference in HPL leave days balance in Opening	- -	(266.60) (--)	- -	- -
c)	Interest Cost	54.00 (53.00)	40.70 (63.90)	0.20 (0.10)	53.50 (48.70)
d)	Service Cost	35.50 (35.70)	34.00 (46.90)	0.10 (0.10)	26.30 (24.90)
e)	Benefits Paid	(55.60) ((46.50))	(49.00) ((56.50))	(0.80) ((2.10))	(11.10) ((17.30))
f)	Total Actuarial (Gain)/Loss on Obligation	(45.70) (15.40)	(26.60) ((44.30))	1.60 (3.00)	38.20 (48.00)
g)	Present Value of obligation as at the end of the period	708.90 (720.60)	809.10 (527.30)	3.30 (2.30)	819.50 (712.70)

* Except employees posted on Foreign Projects

(iv)Actuarial (Gain)/Loss on Obligation

S.No.	Particulars	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits

a)	Actuarial (Gain) Loss on arising from change in Demographic Assumption	-- (--)	-- (--)	-- (--)	-- (--)
b)	Actuarial (Gain)/Loss on arising from change in Financial Assumption	-- (18.90)	-- (30.10)	-- (--)	-- (43.00)
c)	Actuarial (Gain) Loss on arising from Experience Adjustment	(45.70) ((3.60))	(25.60) ((74.40))	1.60 (3.80)	38.20 (4.10)

* Except employees posted on Foreign Projects

(v) Actuarial (Gain)/Loss on Plan Asset

S.No.	Particulars	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
a)	Expected Interest Income	50.20 (--)	-- (--)	-- (--)	44.50 (40.00)
b)	Actual Income on Plan Asset	55.60 (30.80)	-- (--)	-- (--)	54.60 (50.50)
c)	LIC Mortality Charges	(2.90) (--)	-- (--)	-- (--)	-- (--)
d)	Actuarial gain (loss) for the year on Asset	2.40 (30.80)	-- (--)	-- (--)	1.00 (10.50)

* Except employees posted on Foreign Projects

(vi) Balance Sheet and related analysis

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Present Value of the obligation at end	708.90 (720.60)	542.50 (809.00)	3.30 (2.30)	819.50 (712.70)
b)	Fair Value of plan assets	717.70 (669.60)	-- (--)	-- (--)	671.10 (593.80)

c)	Unfunded Liability/provision in Balance Sheet	8.70 ((51.10))	(542.50) ((809.00))	(3.30) ((2.30))	(148.30) ((118.90))
d)	Unfunded liability recognized in Balance Sheet	8.70 ((51.10))	(542.50) ((809.00))	(3.30) ((2.30))	(148.30) ((118.90))

* Except employees posted on Foreign Projects

(vii)The amounts recognized in the income statement

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Service Cost	35.50 (35.70)	(232.60) (46.90)	0.10 (0.10)	26.30 (24.90)
b)	Net Interest Cost	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)
c)	Net actuarial (gain)/ loss recognized in the period	-- (--)	(2.56) ((4.43))	-- (--)	-- (--)
d)	Expense recognized in the Income Statement	39.30 (88.70)	(217.50) (66.50)	0.30 (0.20)	35.20 (33.60)

* Except employees posted on Foreign Projects

(viii) Other Comprehensive Income (OCI)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Net Cumulative unrecognized actuarial gain/(loss) opening	-- (--)	-- (--)	-- (--)	-- (--)
b)	Actuarial gain/(loss) for the year on PBO	45.70 ((15.40))	-- (--)	(1.60) ((3.00))	(38.20) ((48.00))
c)	Actuarial gain /(loss) for the year on Asset	2.40 (30.80)	-- (--)	-- (--)	10.10 (10.50)
d)	Unrecognized actuarial gain/(loss) at the end of the year	48.10 (15.40)	-- (--)	(1.60) ((3.00))	(28.10)** ((37.50))

* Except employees posted on Foreign Projects

** The unrecognized actuarial loss (OCI) of Rs. 28.10Millionsconsisting of loss of Rs. 29.70Millionsin respect of liability towards Post-Retirement Medical Benefits (PRMB) and gain of Rs. 1.60Millionsin respect of liability towards Settlement allowance. Since the liability in respect of PRMB has not been provided as per Actuarial valuation and has been restricted as per DPE guidelines, therefore, the OCI in respect of PRMB, as per Actuarial valuation, has not been considered."

(ix)Change in plan assets

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Fair value of plan assets at the beginning of the period	669.60 (--)	-- (--)	--	593.80 (500.50)
b)	Actual Income on plan assets	55.60 (30.80)	-- (--)	--	54.60 (50.50)
c)	LIC Mortality Charges	(3.00) (--)	-- (--)	--	-- (--)
d)	Employer contribution	51.10 (663.10)	-- (--)	--	33.80 (59.70)
e)	Benefits paid	(55.60) ((24.30))	-- (--)	--	(11.00) ((17.00))
f)	Fair value of plan assets at the end of the period	717.70 (669.60)	-- (--)	--	671.20 (593.80)

* Except employees posted on Foreign Projects

(x) Major categories of plan assets (as percentage of total plan assets)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Government of India Securities	-- (--)	-- (--)	--	-- (--)
b)	State Government securities	-- (--)	-- (--)	--	-- (--)
c)	High Quality Corporate Bonds	-- (--)	-- (--)	--	-- (--)
d)	Equity Shares of listed companies	-- (--)	-- (--)	--	-- (--)
e)	Property	-- (--)	-- (--)	--	-- (--)
f)	Funds Managed by Insurer	100% (100%)	-- (--)	--	100% 100%
g)	Bank Balance	-- (--)	-- (--)	--	-- (--)
	Total	**100%**		**--**	**100%**

* Except employees posted on Foreign Projects

(xi) Change in Net Defined Benefit Obligation

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Net defined benefit liability at the start of the period	51.10 (663.10)	809.00 (799.00)	2.30 (1.30)	118.90 (107.90)
b)	Service Cost	35.50 (35.70)	(232.60) (46.90)	0.10 (0.10)	26.30 (24.90)
c)	Net Interest Cost (Income)	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)
d)	Re-measurements	(48.10) ((15.40))	(25.60) ((44.30))	1.60 (3.00)	28.10 (37.50)
e)	Contribution paid to the fund	(51.10) ((663.10))	-- (--)	-- (--)	(33.80) ((59.70))
f)	Benefit paid directly by the enterprise	-- (22.20)	(49.00) ((56.50))	(0.80) ((2.10))	(0.20) ((0.30))
g)	Net defined benefit liability at the end of the period	(8.70) (51.10)	542.50 (809.00)	3.30 (2.30)	148.30 (118.90)

* Except employees posted on Foreign Projects

(xii) Bifurcation of BPO at the end of the year in current and non-current

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Current Liability (Amount due within one year)	73.10 (74.90)	45.20 (81.10)	0.30 (0.30)	20.10 (11.50)
b)	Non-current liability (Amount due over one Year)	635.80 (645.70)	497.30 (727.90)	3.00 (2.00)	799.30 (701.20)
	Total PBO at the end of the year	708.80 (720.60)	542.50 (809.00)	3.30 (2.30)	819.50 (712.70)

* Except employees posted on Foreign Projects

(xiii) Expected contribution for the next Annual reporting period

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Service Cost	37.30 (34.20)	37.10 (49.30)	0.20 (0.10)	28.20 (26.90)
b)	Net interest Cost	(0.70) (22.20)	4.70 (6.70)	0.30 (0.10)	43.90 (42.00)
c)	Net actuarial (gain)/loss recognized in the period	-- (--)	19.00 (20.70)	-- (--)	-- (--)
d)	Expected Expense for the next annual reporting period	36.70 (56.40)	96.70 (130.60)	0.50 (0.20)	72.20 (68.90)

* Except employees posted on Foreign Projects

(xiv) Sensitivity Analysis of the defined benefit obligation

a)	**Impact of the change in discount rate**				
S.No.	**Particulars**	**Gratuity**	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
	Present value of obligation at the end of the period	708.90	542.50	3.30	819.50
i)	Impact due to increase of 0.50%	(17.00)	(21.20)	(0.10)	(58.00)
ii)	Impact due to decrease of 0.50%	17.50	22.80	0.10	72.50
b)	**Impact of the change in salary increase**				
	Present value of obligation at the end of the period	708.90	542.50	--	--
i)	Impact due to increase of 0.50%	17.40	22.60	--	--
ii)	Impact due to decrease of 0.50%	(17.00)	(21.20)	--	--

* Except employees posted on Foreign Projects

(Previous year figures are shown under bracket () to differentiate from current year figures.)

Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitiveness as to rate of inflation, rate of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(xv) Actuarial Assumptions

a. Method used — Projected Unit Credit Method

b. Discount rate — 7.50 %

c. Rate of increase in compensation levels — 8.00 %

d. Average outstanding service of employees up to retirement 12.19 to 12.23 years

e. Estimated term of benefit obligations 10.05 to 10.14 years

(b) The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet as on 31.03.2015 is as under:

i) Changes in the present value of obligations

(Rs in Millions)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Present Value of Obligation as at beginning of the period	618.50	769.50	1.40	12.90
Interest Cost	49.50	61.60	0.10	1.00
Current Service Cost	33.70	46.30	-	0.60
Past Service Cost	-	-	-	-
Benefit Paid	(37.00)	(87.80)	(0.10)	(0.30)
Actuarial (gain)/loss on obligation	(1.50)	9.50	(0.20)	(1.40)
Present Value of Obligation as at the end of the period	663.10	799.00	1.30	12.80

* Except employees posted on Foreign Projects

ii) Changes in the fair value of plan assets

(Rs in Millions)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Fair Value of plan assets as at beginning of the period	-	-	-	-
Expected return on Plan Assets	-	-	-	-

Contributions	-	-	-	-
Benefit Paid	-	-	-	-
Actuarial (gain)/loss on Plan Assets	-	-	-	-
Fair Value of Plan Assets as at the end of the period	-	-	-	-

* Except employees posted on Foreign Projects

iii) Amount recognised in balance sheet

(Rs in Millions)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Present Value of Obligation as at the end of the period	663.10	799.00	1.30	12.80
Fair Value of Plan Assets as at the end of the period	-	-	-	-
Funded Status	(663.10)	(799.00)	(1.30)	(12.80)
Excess of actual over estimated	-	-	-	-
Net liability recognised in the balance sheet	(663.10)	(799.00)	(1.30)	(12.80)

* Except employees posted on Foreign Projects

iv) Expenses recognised in statement of profit & loss

(Rs in Millions)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Current Service Cost	33.70	46.30	-	0.60
Past Service Cost	-	-	-	-

Interest Cost	49.50	61.60	0.10	1.00
Expected return on plan assets	-	-	-	-
Net actuarial (gain)/ loss recognised in the year	(1.50)	9.40	(0.20)	(1.40)
Expenses recognised in the statement of profit & loss	81.60	117.30	-	0.20

* Except employees posted on Foreign Projects.

The Company expects to contribute Rs. 87.60Millionsfor gratuity, Rs. 112.70Millionsfor leave encashment, Rs. 0.20Millionsfor LTC and Rs. 2.00 Millionsfor other retirement benefits in the next year.

v) Actuarial Assumptions

a.	Method used	Projected Unit Credit Method
b.	Discount rate	8.00 %
c.	Rate of increase in compensation levels	8.00 %
d.	Average outstanding service of employees up to retirement	13.53 years
e.	Estimated term of benefit obligations	13.53 years

45. Disclosure under Ind AS-11 on Revenue from contracts for contracts in progress*

a. Method Used to determine Contract Revenue: - Percentage of completion.

b. Method Used to determine the Stage of completion of Contract in progress: - Proportion of cost incurred of work certified up to the reporting date to the total estimated cost of the contract.

c. Other details

(Rs in Millions)

Details		Nine month ended 31.12.2017	Up to 31 March 2017	Up to 31 March 2016	Up to 31 March 2015
(a)	Contract revenue recognized as revenue in the period	-	27,924.60	28,295.60	28,835.50
(b)	Aggregate amount of costs incurred and recognized profits (less recognized losses)	-	1,29,674.10	1,95,479.10	2,06,671.30
(c)	Amount of advances received from client	-	32,886.40	8,378.50	8,478.30
(d)	Amount of retentions (by client)	-	500.50	996.30	1,005.60
(e)	Gross amount due from clients for contract work	-	3,056.50	4,791.30	4,341.20

* excluding projects completed up to 31.03.2017.

46. The Group has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act) Except as disclosed in note no 18.1. Based on this information, there are no other amounts due to Micro, Small and Medium Enterprises as at 31 December 2017, 31 March 2017, 31 March 2016 and 31 March 2015.

47. **Corporate Social Responsibility (CSR):**

(Rs. in Millions)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
(i)	Gross amount required to be spent on Corporate Social Responsibility (CSR) by the Company during the year.	**58.70**	68.70	61.30	49.30
(ii)	Actual amount spent on Corporate Social Responsibility (CSR) Activities	**21.60**	59.18	61.46	67.01

Break up of expenditure incurred is as follows:

(Rs. in Millions)

S. No.	Description	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
1.	Eradicating hunger, poverty & malnutrition, promoting preventive healthcare & sanitation & making available safe drinking water	**11.40**	14.50	48.04	30.61
2.	Promoting Education, including special education and employment enhancing vocation skills especially among children.	**5.90**	8.28	9.32	7.60
3.	Setting up homes and hostels for women and orphans, Setting up old age homes, day care centres and such other facilities for senior citizens.	**0.50**	-	1.80	-
4.	Ensuring environmental sustainability	**-**	31.80	0.50	10.40
5.	Rural Development Projects	**3.80**	4.60	1.80	8.00
6.	Promoting gender equality & empowering women	**-**	-	-	0.20
7	Protection of national heritage, art & culture	**-**	-	-	5.20
8	Contribution to Prime Minister Relief Funds or any other fund set up by the Central Govt. for socio-economic development & relief	**-**	-	-	5.00
	TOTAL	**21.60**	**59.18**	**61.46**	**67.01**

(iii) Amount spent during the year

(Rs. in Millions)

S. No.	Description	In Cash	Yet to be paid in cash	Total

1.	Construction/acquisition of asset*	3.70	-	3.70
2.	Otherpurposes	17.90	-	17.90

*Assets purchased and handed over to respective organisation and are not being held by the Company.

(iv) CSR exp. yet to be incurred is **Rs.37.10Millions**.

48. During the year 2016-17, the Holding Company has changed its accounting policy relating to treatment of cost of Mobile Phones provided to employees. Due to this change, expenses for the year is higher by Rs. 0.10 and PBT for the year is lower by Rs. 0.10.

49. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

(Amount in Rupees)

Particulars	**31st December, 2017**	**31st March, 2017**	**31st March, 2016**	**31stMarch, 2015**
Basic EPS				
From Continuing operations	**18.98**	38.81	39.72	2,84.42
From Discontinued operation	-	-	-	-
Diluted EPS*	**18.98**	38.81	39.72	2,84.42

*Diluted EPS amounts are also same as basic EPS because company has no dilutive potential Equity shares.

The following reflects the income and share data used in the basic EPS computations:

(Rs. in Millions)

Particulars	**31st December, 2017**	**31st March, 2017**	**31st March, 2016**	**31st March, 2015**
Profit attributable to equity holders of the company used in calculating EPS:				
From Continuing operations	1876.60	3,841.84	3931.08	5,630.31
From Discontinued operation	-	-	-	-
Profit attributable to equity holders for Basic Earnings Per Share	1876.60	3,841.84	3931.08	5,630.31

The following reflects the weighted average number of shares used in calculating basic EPS

(Numbers of Shares)

Particulars	31st December, 2017	31st March, 2017	31st March, 2016	31st March, 2015
Weighted average number of Equity shares for basic EPS*	9,88,90,392	9,89,80,000	9,89,80,000	1,97,96,000
Effect of dilution:				
Weighted average number of Equity shares adjusted for the effect of dilution*	9,88,90,392	9,89,80,000	9,89,80,000	1,97,96,000

* The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorization of these financial statements.

50. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016.

(Rs in Millions)

Particulars	SBNs	Other Denomination Notes	Total
Closing cash in hand as on 08.11.2016	**0.81**	**0.19**	**1.00**
(+) Permitted receipts	0.01 *	4.16	4.17
(-) Permitted Payments	-	3.55	3.55
(-) Amount deposited in Banks	0.82	0.02	0.84
Closing cash in hand as on 30.12.2016	**-**	**0.78**	**0.78**

*Staff imprest returned after demonetisation.

51.Service Concession Arrangements (SCA)

Public to private service concession arrangements are recorded in accordance with Appendix "A"- Service Concession Arrangements (Ind AS-11). Appendix "A" is applicable if:

a) The Grantor controls or regulates which services the operator should provide with the infrastructure, to whom it must provide them, and at what price; and

b) The grantor controls- through ownership, beneficial entitlement, or otherwise- any significant residual interest in the infrastructure at the end of the term of the arrangement.

If both of the above conditions are met simultaneously, an intangible asset is recognized to the extent that the operator receives the right to charge users of the public service, provided that these charges are conditional on the degree to which the service is used.

These intangible assets are initially recognized at cost, which is understood as the fair value of the service provided plus other direct costs directly attributable to the operation. They are then amortized over the term of the concession.

Group has entered into service concession arrangement with National Highway Authority of India (NHAI) for four laning of Shivpuri Guna Section and for four laning of Phalodi Bikaner Section in terms of which NHAI (the grantor) has authorized the group to develop, finance, design, engineer, procure, construct, operate and maintain the Projects and to exercise and/or enjoy the rights, powers, benefits, privileges authorizations and entitlements upon its completion. In terms of the said agreement group has an obligation to complete construction of the projects of four laning of Shivpuri Guna section and four laning of Phalodi Bikaner Section and to keep the project assets in proper working condition including all projects assets whose lives have expired.

The Concession period shall be 20 years for Shivpuri Guna project and 26 years for Phalodi Bikaner project commencing from the appointment date. At the end of the concession period, the assets will be transferred back to National Highway Authority of India (NHAI).

In case of material breach in terms of agreement the NHAI and group have right to terminate the agreement if they are not able to cure the event of default in accordance with such agreement.

Group has recognized revenue of **Rs. 4858.80Millions**(2016-17 Rs. 4722.90, 2015-16 Rs. 546.20Millions2014-15 Rs. Nil) on construction of intangible assets under service concession agreement. Group has recognized **Rs. 304.40Millions**(2016-17 Rs. 163.20Millions, 2015-16 Rs. 19.40Millions2014-15 Rs. Nil) as profit on construction of intangible assets under service concession arrangement. The revenue recognized in relation to construction of intangible assets under service concession arrangement represents the fair value of services provided towards construction of intangible assets under service concession arrangement. The group has not recognized any revenue from operation of toll roads since the construction is in process. The revenue shall be booked once the operation of line is commenced.

52. On the basis of materiality, the board has decided to change the accounting policy relating to measurement at the time of Initial recognition (change from fair value to transaction value) of financial assets and liabilities in respect of security deposit with client and contractor, Retention money with client and contractor and money withheld with client and contractor.

The impact of the aforesaid change in the accounting policy has been given in the current year since it is impracticable to determine the period specific effect of the change. In the current year the carrying value of the Net financial liabilities have been increased by Rs. 363.8 Million and Net non-financial liabilities have been decreased by Rs. 362.4 Million. The resultant Net impact on current year's Nine Month's Profit and Loss due to aforesaid change in the accounting policy is amounting to Rs. 1.40 millions, which is not material.

53. The Holding company has engaged agents/consultants to secure contracts and provide other services for foreign projects, being implemented in three countries. Pending assessment of services provided by the agent / consultants, the company has not accounted for expenses aggregating to Rs. 38.90 Million, comprising of **Rs. 0.90Million** during the current financial year (up to 31.03.2017 Rs. 38.00 million, up to 31.03.2016 Rs. 24.40Million).

54. In one of the projects under Patna region of the holding company, management had remitted dues recovered/recoverable as supervision charges on unreturned steel amounting to Rs. 25.10Millionsat reduced rate of 1% instead of 14.5% as per the approval of management. Further, Liquidated damages (LD) amounting to Rs. 44.80Millionswere waived and the escalation claims amounting to Rs. 35.20Millionswere unfreezed to the contractor. Management is of the view that this is as per provisions of the contract, as approved by the competent authority on the merit of the case.

Details are as under:

S.No.	Particulars	Rs. in Millions
1.	Supervision charges	25.10
2.	Liquidated charges	44.80
3.	Other charges	1.60
4.	Unfreeze escalation claims	35.20

55. **Financial guarantee**

a). The holding has issued financial guarantee (undertaking) to Punjab National Bank on behalf of and in respect of term loan facility availed by its Joint venture company, Ircon Soma Tollway Private Limited (ISTPL), to make good 50% of total shortfall in the dues, if any, in the event of termination of the concession agreement. Loan outstanding as on 31.12.2017 is **Rs. NIL** (Rs. 630.70Million as on 31.03.2017 and Rs. 1131.50 Million as on 31.03.2016 and Rs.1626.00 Million as on 31.03.2015). As per concession agreement, in case of termination for reasons attributable to ISTPL, the company will be called upon to meet only 10% of the outstanding loan amount which as on 31.12.2017 is **Rs. NIL** (Rs. 63.10 Million as on 31.03.2017 and Rs. 113.20 Million as on 31.03.2016 and Rs. 162.60 Million as on 31.03.2015). The said financial guarantee has been recognised as per Ind AS 109.The J.V Co has repaid the loan amount during the current period.
b) The group uses the same accounting policies in the consolidated financial statements, like transactions & events in similar circumstances except in case of ISTPL, where the said JV Company did not apply the financial guarantee policy as prescribed under AS-109.

Accordingly, the appropriate adjustment has been made in consolidated financial statements and following amounts has not considered:

Investment in ISTPL: **Rs. 2.80Millions in FY 2016-17** (Rs. 2.80Millionsin FY 2015-16 and Rs. 2.80Millionsin FY 2014-15), Other Financial Liability: **Rs. 0.40Millions in FY 2016-17** (Rs. 1.30Millionsin FY 2015-16 and Rs. 2.80Millionsin FY 2014-15) & Other Income: **Rs. 0.90Millions in FY 2016-17** (Rs. 1.50Millionsin FY 2015-16).

56. Events occurring after Reporting period

a) Refer to Note 14 for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing meeting.
b) After close of the year, increase in Authorized Share Capital of Holding company to **Rs. 4000.00Millions** is approved in the Extraordinary General Meeting held on 22.05.2017.

57. **Standards issued but not effective for the financial year 2016-17**

a) IND AS 115 Revenue from Contracts with Customers:

MCA had notified IND AS 115 on Revenue from Contracts with Customers in Feb 2015. The standard establishes a new five step model that will apply to revenue arising from Contracts with customers. Under IND AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IND AS 115 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IND AS.

The effective date of IND AS 115 is annual periods beginning on or after 1st January 2018, with early adoption permitted. The Company is required to adopt the standard by the Financial Year commencing 1st April 2018. The Company is currently evaluating the requirements of IND AS 115 and has not yet determined the impact on the financial statements.

b) Amendment to Ind AS 7: Statement of Cash Flows:

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

58. (i) Disclosure pursuant to Indian Account Standard (IND AS-112): Disclosure of interest in Other Entities:- Joint Ventures

(a) Summarized Balance Sheet of joint venture(s)

(Rs. in Millions)

Particulars	Bastar Railways Private Limited (BRPL)				Chattisgarh East Railway Limited (CERL)				Chattisgarh East West Railway Limited (CEWRL)			
	As at 31-12-2017	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015	As at 31-12-2017	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015	As at 31-12-2017	As at 31-03-2017	As at 31-3-2016	As at 31-03-2015
Non-Current Assets	102.30	102.30	-	-	9,811.30	7,864.50	3,570.40	1,321.00	3,585.90	3,022.10	722.70	46.70
Current Assets	8.07	30.90	-	-	159.30	815.90	225.20	66.10	1,722.80	3,993.80	143.40	1.50
Total Assets (A)	**110.37**	**133.20**	**-**	**-**	**9,970.60**	**8,680.40**	**3,795.60**	**1,387.10**	**5,308.70**	**7,015.90**	**866.10**	**48.20**
Non-Current Liabilities	-	-	-	-	6,407.50	1,891.60	1,700.40	1,292.30	-	1,671.60	773.70	-
Current Liabilities	98.09	98.10	-	-	508.30	3,732.90	707.30	56.10	272.40	306.80	54.20	9.40

Total Liabilities (B)	98.09	**98.10**	**-**	**-**	**6,915.80**	**5,624.50**	**2,407.70**	**1,348.40**	**272.40**	**1,978.40**	**827.90**	**9.40**
Net Assets (A-B)	**12.28**	**35.10**	**-**	**-**	**3,054.80**	**3,055.90**	**1,387.90**	**38.70**	**5,036.30**	**5,037.50**	**38.20**	**38.80**
a) Includes Cash & Cash Equivalents	8.00	30.90	-	-	98.50	768.30	121.80	65.70	1,633.60	3,862.10	142.30	1.30
b) Includes Financial Liabilities (including Trade payables and other payables but excluding provisions)	98.10	98.10	-	-	6,915.80	5,609.80	2,370.70	1,342.00	272.40	1,939.40	822.60	9.30

(Rs. in Millions)

Particulars	**Ircon - Soma Tollway Private Limited**				**Jharkhand Central Rail Limited (JCRL)**				**Mahanadi Coal Rail Limited (MCRL)**				**Indian Railway Stations Development Corporation Limited (IRSDC)**
	As at 31-12-2017	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015**	**As at 31-12-2017**	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015**	**As at 31-12-2017**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015**	**As at 31-12-2017**
Non-Current Assets	4,796.40	5,598.10	6,191.80	6,889.40	1,805.80	1,805.80	-	-	290.57	142.00	20.80	-	244.79
Current Assets	257.30	170.60	482.30	641.20	438.20	276.70	-	-	0.63	0.30	0.50	-	417.86
Total Assets (A)	**5,053.70**	**5,768.70**	**6,674.10**	**7,530.60**	**2,244.00**	**2,082.50**	**-**	**-**	**291.20**	**142.30**	**21.30**	**-**	**662.654**
Non-Current Liabilities	4,221.33	5,032.00	5,508.30	6,031.40	1,755.80	1,755.80	-	-	-	-	-	-	0.51
Current Liabilities	221.00	282.30	828.30	1,272.30	-	-	0.60	-	290.85	141.90	20.90	-	22.06
Total Liabilities (B)	**4,442.33**	**5,314.30**	**6,336.60**	**7,303.70**	**1,755.80**	**1,755.80**	**0.60**	**-**	**290.85**	**141.90**	**20.90**	**-**	**22.567**

Net Assets (A-B)	**611.38**	**454.40**	**337.50**	**226.90**	**488.20**	**326.70**	**(0.60)**	**-**	**0.35**	**0.40**	**0.40**	**-**	**640.09**
a) Includes Cash & Cash Equivalents	106.39	69.40	327.80	571.60	54.00	-	-	-	0.40	0.10	0.50	-	1.94
b) Includes Financial Liabilities (including Trade payables and other payables but excluding provisions)	3,652.45	4,712.40	5,443.70	6,032.90	-	-	-	-	179.00	96.80	20.80	-	22.06

b) Summarised Statement of Profit and Loss of Joint Ventures

(Rs. in Millions)

Particulars	**Bastar Railways Private Limited (BRPL)**				**Chattisgarh East Railway Limited (CERL)**				**Chattisgarh East West Railway Limited (CEWRL)**			
	Nine Month ended 31.12.2017	**2016-17**	**2015-16**	**2014-15**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**
Revenue	-	-	-	-	-	-	-	-	-	-	-	-
Interest Income	-	0.17	-	-	0.01	-	-	0.20	-	0.06	0.06	0.20
Other Income	0.68	-	-	-	-	-	-	-	-	-	-	-
Depreciation and amortization	-	-	-	-	-	-	-	-	-	-	-	-
Interest expense	23.54	-	-	-	1.13	-	-	-	1.12	-	-	-
Income tax	-	-	-	-	-	-	-	-	-	-	-	-
Profit for the year	(22.86)	(0.91)	-	-	(1.12)	(1.48)	(0.80)	(0.40)	(1.12)	(0.75)	(0.59)	(0.40)
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-

Total comprehensive income	(22.86)	(0.91)	0.00	-	(1.12)	(1.48)	(0.80)	(0.40)	(1.12)	(0.75)	(0.59)	(0.40)

Particulars	Ircon - Soma Tollway Private Limited				Jharkhand Central Rail Limited (JCRL)				Mahanadi Coal Rail Limited (MCRL)				Indian Railway Stations Development Corporation Limited (IRSDC)
	Nine Month ended 31.12.2017	**2016-17**	**2015-16**	**2014-15**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**	**Nine Month ended 31.12.2017**
Revenue	1,316.31	1,533.44	1,572.26	1,553.40	-	-	-	-	-	-	-	-	58.80
Interest Income	-	28.99	81.92	108.60	-	3.77	-	-	-	-	-	-	-
Other Income	16.11	16.46	423.79	0.60	12.12	-	-	-	-	-	-	-	15.20
Depreciation and amortization	437.30	583.11	588.01	887.30	-	-	-	-	-	-	-	-	15.50
Interest expense	417.14	561.55	627.75	469.60	17.40	2.09	-	-	-	-	-	-	-
Income tax	-	-	-	-	-	-	-	-	-	-	-	-	(0.70)
Profit for the year	156.93	116.98	110.58	(156.67)	(5.35)	(5.80)	(0.58)	-	-	-	-	-	39.60
Other comprehensive income	-	-	-	-	-	-	-	-	-	-	-	-	-
Total comprehensive income	156.93	116.98	110.58	(156.67)	(5.35)	(5.80)	(0.58)	-	-	-	-	-	39.60

(c) Reconciliation of carrying amounts of Joint Venture

(Rs. in Millions)

Particulars	Bastar Railways Private Limited (BRPL)	Chattisgarh East Railway Limited (CERL)	Chattisgarh East West Railway Limited (CEWRL)

	As at 31-12-2017	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015	As at 31-12-2017	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015	As at 31-12-2017	As at 31-3-2017	As at 31-03-2016	As at 31-03-2015
Opening net assets	35.09	-	-	-	3,055.95	1,387.93	38.73	(0.92)	5,037.47	38.21	38.80	(0.85)
Profit for the year	(22.86)	(0.91)	-	-	(1.12)	(1.48)	(0.80)	(0.40)	(1.12)	(0.75)	(0.59)	(0.40)
Increase in paid up share capital	-	24.30	-	-	-	1,669.50	1,350.00	40.05	-	5,000.00	-	40.05
Other Comprehensive Income	-	-	-	-	-	-	-	-	-	-	-	-
Dividends paid	-	-	-	-	-	-	-	-	-	-	-	-
Equity component of other financial instruments	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustment (Application Money Pending Allotment)	(11.70)	11.70	-	-	-	-	-	-	-	-	-	-
Closing net assets	**0.53**	**35.09**	**-**	**-**	**3,054.80**	**3,055.95**	**1,387.93**	**38.73**	**5,036.35**	**5,037.47**	**38.21**	**38.80**
Group's share in %												
(i) In Paid up Share Capital and Profit	0.53%	0.53%	-	-	27.31%	27.31%	28.89%	28.85%	26.02%	26.02%	28.85%	28.85%
(ii) In Share Application Money Pending Allotment	100%	100%	-	-	-	-	-	-	-	-	-	-
Group's share												
(i) In Paid up Share Capital and Profit	0.00	0.13	-	-	834.37	834.61	400.96	11.16	1,310.46	1,310.83	11.02	11.19
(ii) In Share Application Money Pending Allotment	(11.70)	11.70	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-
Carrying amount	**0.00**	**0.13**	**-**	**-**	**834.37**	**834.61**	**400.96**	**11.16**	**1,310.46**	**1,310.83**	**11.02**	**11.19**

(Rs. in Millions)

Particulars	Ircon - Soma Tollway Private Limited				Jharkhand Central Rail Limited (JCRL)				Mahanadi Coal Rail Limited (MCRL)				Indian Railway Stations Development Corporation Limited (IRSDC)
	As at 31-12-2017	**As at 31-3-2017**	**As at 31-03-2016**	**Half year ended 31.12.2017**	**As at 31-12-2017**	**As at 31-3-2017**	**As at 31-03-2016**	**As at 31-03-2015**	**As at 31-12-2017**	**As at 31-03-2017**	**As at 31-3-2016**	**As at 31-03-2015**	**Nine Month ended 31.12.2017**
Opening net assets	454.45	337.48	226.90	259.26	326.71	(0.58)	-	-	0.40	0.40	-	-	200.00
Profit for the year	156.93	116.98	110.58	(156.67)	(5.35)	(5.80)	(0.58)	-	-	-	-	-	39.60
Increase in paid up share capital		-	-	-		45.10	-	-	-	-	0.40	-	-
Other Comprehensive Income		-	-	-		-	-	-	-	-	-	-	-
Dividends paid		-	-	-		-	-	-	-	-	-	-	-
Equity component of other financial instruments		-	-	-		-	-	-	-	-	-	-	-
Other Adjustment (Application Money Pending Allotment)		-	-	-	117.00	288.00	-	-	-	-	-	-	200.00
Closing net assets	**611.39**	**454.45**	**337.48**	**102.59**	**438.36**	**326.71**	**(0.58)**	**-**	**0.40**	**0.40**	**0.40**	**-**	**439.60**
Group's share in %													
(i) In Paid up Share Capital and Profit	50.00%	50.00%	50.00%	50.00%	28.86%	28.86%	0.00%	-	26.00%	26.00%	26.00%	-	50.00%
(ii) In Share Application Money Pending Allotment	-	-	-	-	-	-	-	-	-	-	-	-	-
Group's share (i) In Paid up Share Capital and Profit	305.69	227.21	168.74	51.29	126.81	11.16	-	-	0.10	0.10	0.11	-	219.80

(ii) In Share Application Money Pending Allotment	-	-	-	-	-	-	-	-	-	-	-	-	-
Other Adjustments	-	-	-	-	-	-	-	-	-	-	-	-	-
Carrying amount	**305.69**	**227.21**	**168.74**	**51.29**	**126.81**	**11.16**	**-**	**-**	**0.10**	**0.10**	**0.11**	**-**	**219.80**

(ii) Additional information pursuant to Schedule III to the Companies Act, 2013 for the nine month ended 31-12-2017

(Rs. in Millions)

Name of the entity	Net Assets, i.e., total assets minus total liabilities		Share in Profit or (Loss)		Share in Other Comprehensive Income		Share in Total Comprehensive Income	
	As % of Consolidated Net Assets	Amount (Rs.)	As % of Consolidated Profit or Loss	Amount (Rs.)	As % of Consolidated Other Comprehensive Income	Amount (Rs.)	As % of Consolidated Total Comprehensive Income	Amount (Rs.)
Parent Company								
Ircon International Limited	81.26%	30,223.30	84.96%	1594.30	100.00%	242.40	86.68%	1,836.70
Subsidiaries								
Ircon Shivpuri Guna Tollway Limited (ISGTL)	4.02%	1,496.90	(0.01)%	(0.20)	0.00%	-	(0.01)%	(0.20)
Ircon PB Tollway Limited (IPBTL)	4.52%	1,679.70	5.97%	112	0.00%	-	5.29%	(112.00)
DHHL	0.00%	(0.13)	(0.03)%	(0.60)	0.00%	-	(0.03)%	(0.60)

Ircon Infrastructure & Services Limited (IISL)	2.68%	996.70	3.99%	74.80	0.00%	-	3.53%	74.80
Total Subsidiaries		**4,173.18**		**186.00**		**-**		**186.00**
Non- Controlling interest in Subsidiaries	0.00%	-	0.00%	-	0.00%	-	0.00%	-
Net Amount of Subsidiaries		**4,173.18**		**186.00**	0.00%	**-**		**186.00**
Joint Ventures								
Bastar Railways Private Limited (BRPL)	0.00%	0.00	(0.01)%	(0.10)	0.00%	-	0.00%	(0.10)
Chattisgarh East Railway Limited (CERL)	2.24%	834.37	(0.02)%	(0.29)	0.00%	-	(0.01)%	(0.29)
Chattisgarh East West Railway Limited (CEWRL)	3.52%	1,310.46	(0.02)%	(0.29)	0.00%	-	(0.01)%	(0.29)
Ircon - Soma Tollway Private Limited	0.82%	305.69	4.18%	78.47	0.00%	-	3.70%	78.47
Jharkhand Central Rail Limited (JCRL)	0.34%	126.81	(0.07)%	(1.39)	0.00%	-	(0.07)%	(1.39)
Mahanadi Coal Rail Limited (MCRL)	0.00%	0.10	0.00%	-	0.00%	-	0.00%	-

Indian Railway Stations Development Corporation Limited (IRSDCL)	0.59%	219.60	1.06%	19.80	0.00%	-	0.93%	19.80
Total Joint Ventures		**2,797.04**		**96.19**		-		**96.19**
Net Total	**100%**	**37,193.51**	**100%**	**1,876.49**	**100%**	**242.40**	**100%**	**2,118.89**

As per our Report of even date attached

For and on behalf of the Board of Directors

For K.G. Somani& Co.
Chartered Accountants
FRN: 006591N

M.K. Singh
Director Finance
DIN– 06607392

S.K. Chaudhary
Chairman & Managing Director
DIN -00515672

Ashish Kumar Batta
Partner
M. No. 095597
Place: New Delhi
Date : March 20, 2018

Ritu Arora
Company Secretary

ANNEXURE:-VI
Material Adjustment for Restatement of Consolidated Profit & Loss

1. Material Regrouping
Appropriate adjustments have been made in the Restated Consolidated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:
The Summary of results of restatement made in the Audited Consolidated Financial Statements for the respective years and its impact on the profit / (loss) of the Company is as follows:

RESTATED CONSOLIDATED STATEMENT OF MATERIAL ADJUSTMENT

(Rs In Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31,2016	As at 31st March 2015 Proforma
(A) Net Profits as per audited financial statements (A)	2,118.91	3,979.01	3,881.87	5,831.35
Impact of Ind-AS Adjustments				(169.12)
(i) Auditor Qualification impact provided to the financials statement:	-	-	(257.43)	-
a. Exchange rates difference arising since the company has carrying balances at exchange rates prevalent as on 31st march 2011 instead of Balance sheet date (CCFB)				55.9
ii). Prior Period Adjustments	-	-	-	(16.85)
Total Adjustments (B)	**-**	**-**	**(257.43)**	**(130.07)**
Add/(Less): Tax Impact (C)				
Restated Profit/Loss (A+B+C)	**2,118.91**	**3,979.01**	**3,624.44**	**5,701.28**

(i) Auditor Qualifications

b. The company has been carrying balances at exchange rates prevalent as on 31st March 2011 of shareholder's loan and interest accrued on 31st March 2011 of shareholder's loan and interest accrued thereon from Join t Venture company and not translating at rates prevalent as on balance Sheet date. The recasted Financial Statements of FY 2015-16 have been adjusted to such extent.

ANNEXURE:-VII
RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(Rs In Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
Restated PAT as per P& L Account (Rs. in Millionss)	1,876.51	3,841.84	3,931.08	5,630.31
Weighted Average Number of Equity Shares at the end of the year	9,88,90,392.25	98,980,000.00	98,980,000.00	19,796,000.00
Net Worth (Rs. In Millions)	36,895.51	38,115.49	36,439.22	34,487.15
Earnings Per Share (with Bonus affect)				
Basic (In Rupees)	18.98	38.81	39.72	284.42
Diluted (In Rupees)	18.98	38.81	39.72	284.42
Return on Net Worth(%)	5.09%	10.08%	10.79%	16.33%
Net Asset Value Per share	392.09	385.08	368.15	1,741.78
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

Effect Of Bonus Issue On Ratios

(Rs In Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31,2016	As At March 31,2015 (Proforma)
Restated PAT as per P& L Account (Rs. in Millionss)	1,876.51	3,841.84	3,931.08	5,630.31
Weighted Average Number of Equity Shares at the end of the year(without Bonus effect)	9,88,90,392.25	19,796,000.00	19,796,000.00	19,796,000.00
Net Worth (Rs. in Millionss)	36,895.51	38,115.49	36,439.22	34,487.15
Earnings Per Share (without Bonus effect)				
Basic (In Rupees)	18.98	194.07	198.58	284.42
Diluted (In Rupees)	18.98	194.07	198.58	284.42
Return on Net Worth(%)	5.09%	10.08%	10.79%	16.33%
Net Asset Value Per share (Rs)	392.09	1925.02	1840.36	1,741.78
Change in Basic EPS due to Bonus Issue	-	155.26	158.86	-
Change in Diluted EPS due to Bonus Issue	-	155.26	158.86	-

Change In Net Asset Value Per Share due to Bonus Issue	-	1,539.94	1,472.21	-

Notes :
The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year
(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year
(c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100
(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the six months/year/ Total Number of Equity Shares outstanding during the year.

Notes
Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year muliplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year.

Notes
Earnings Per Share calculation are in accordance with Ind AS-33 Earnings Per Share

Notes
Net Worth = Equity Share Capital + Reserve and Surpluss (including surplus in the Statement of Profit & Loss but excludes other comprehensive income).

Notes
The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.

ANNEXURE:-VIII
RESTATED CONSOLIDATED STATEMENT OF TAX SHELTER

(Rs In Millions)

Particulars	For the year ended on 31st December 2017	For the year ended on March 31,2017	For the year ended on March 31,2016	As At March 31,2015 (Proforma)
Profit before tax as per books (A)	2,982.01	5,703.07	5,459.67	8,543.34
National Tax Rate	32.883%	34.608%	34.608%	34.608%
Tax as per National tax rate	**980.57**	**1,947.12**	**1,903.30**	**2,903.43**
AJUSTMENTS				
Taxable Income				-
Tax impact of Permanent Differences due to:				
Exempt income	(102.70)	(9.47)	(7.15)	(65.35)
Non taxable items	(23.32)	(11.65)	(2.62)	(15.00)
Expenses allowed/disallowed	33.18	(3.44)	5.48	68.53
Other country tax	-	6.39	23.87	48.63
Other	-	(1.16)	13.79	-
Total Tax impact on Permanent Differences (D)	**(92.84)**	**(18.62)**	**34.87**	**36.81**
-				
Tax impact on Temporary Differences due to:				
Differences between balance and tax balance of fixed assets	(16.72)	(2.01)	(43.24)	(106.60)

Provisions	(80.22)	(44.80)	(68.08)	(349.98)
Other	(0.99)	(0.54)	(0.45)	(0.44)
Total tax impact of Timing Differences	**(97.93)**	**(47.35)**	**(111.77)**	**(457.01)**
				-
Net Adjustment F= D+E	**(190.77)**	**(65.97)**	**(76.90)**	**(420.20)**
Less Releif u/s 90/91	-	-	(9.35)	(515.37)
Adjusted Tax Liablity	**789.80**	**1,892.09**	**1,803.30**	**1,967.86**

ANNEXURE-IX
RESTATED CONSOLIDATED STATEMENT OF DIVIDEND PAID*

(Rs In Millions)

Particulars	**As At December 31, 2017**	**As At March 31,2017**	**As At March 31,2016**	**As At March 31,2015 (Proforma)**
Number of Equity shares outstanding	94,051,574.00	98,980,000.00	19,796,000.00	19,796,000.00
Equity Share Capital	940.50	989.80	197.96	197.96
Dividend on Equity Shares				
Dividend (Including DDT)	1,170.50	1,072.17	1,238.95	949.57
Rate of Dividend(%)	124.46%	108.32%	625.86%	479.68%
Dividend Per Equity Shares	12.45	10.83	62.59	47.97
Interim Dividend (Including DDT)	-	1,145.22	953.04	950.16
Rate of Dividend(%)	0.00%	115.70%	481.43%	479.98%
Dividend Per Equity Shares	-	11.57	48.14	48.00

* Refers to dividend actually paid during the respective years

ANNEXURE-X
RESTATED CONSOLIDATED STATEMENT OF CAPITALISATION

(Rs In Millions)

S.No	**Particular**	**Pre- Offer for the period ended Dec 31,2017**	**Adjusted for Post-Offer**
	Debt	-	
A	**Shareholders' funds**		
-	Share Capital	940.50	
-	Other Equity	36,253.01	
	Total Shareholder's funds	37,193.51	
	Debt/Equity Ratio	-	

ANNEXURE-XI
RESTATED CONSOLIDATED TURNOVER STATEMENT

(Rs In Millions)

Particulars	For the year ended on 31st December 2017	For the year ended on March 31,2017	For the year ended on March 31,2016	As At March 31,2015 (Proforma)
Revenue from Services	24,129.40	29,480.63	23,769.99	28,761.66
	24129.40	**29,480.63**	**23,769.99**	**28,762.00**
Turnover of Services not normally dealt by the company	-	-	-	-
Turnover of Services normally dealt by the company	24,129.40	29,480.63	23,769.99	28,761.66
	24,129.40	**29,480.63**	**23,769.99**	**28,761.66**

ANNEXURE-XII
Total Equity Reconciliation as at march 31 2015 Proforma

The Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proforma Ind As financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

(₹ In Millions)

Particulars	Amount
Total Equity (shareholder's fund) as at 31 March 2015 (Proforma)	**34,505.81**
Total Impact as on 1 April 2014	(1,219.15)
Prior period Adjustment	201.34
Proposed Dividend and dividend Tax thereon 13-14	949.57
Change in method of Consolidation	67.88
Adjustment for Lease Income	1.00
Fair Valuation of Bonds at Amortised Cost	0.17
Discounting of Provisions	205.30
Exchange difference on Translation	36.29
Impact of Profit or loss including OCI during 2014-15	170.67
Total Equity (shareholder's fund) Restated as at 1 April 2015 - Date of transition	**34,918.87**

ANNEXURE-I A
RESTATED CONSOLIDATED SUMMARY STATEMENT OF ASSETS & LIABILITIES
as at 31st March 2014

(₹ in million)

Particulars		Note No.	As at 31st March 2014	As at 31st March 2013
I.	**EQUITY AND LIABILITIES**			

Particulars				Note No.	As at 31st March 2014		As at 31st March 2013	
1	**Shareholders' funds**							
	(a)	Share capital		3	197.96		197.96	
	(b)	Reserves and surplus		4	29,964.87	30,162.83	24,622.01	24,819.97
	Minority Interest					203.15		92.77
2	**Non-current liabilities**							
	(a)	Long term liabilities		5	1,931.26		3,826.08	
	(b)	Long term provisions		6	4,071.41	6,002.67	4,277.81	8,103.89
3	**Current liabilities**							
	(a)	Trade payables		7	5,906.05		6,373.81	
	(b)	Other current liabilities		8	11,657.01		16,075.41	
	(c)	Short-term provisions		9	8,202.94	25,766.00	6,923.24	29,372.46
		TOTAL				**62,134.65**		**62,389.08**
II.	**ASSETS**							
1	**Non-current assets**							
	(a)	Fixed assets		10				
		(i)	Tangible assets		1,653.22		1,780.72	
		(ii)	Intangible assets		507.45		0.00	
		(iii)	Intangible assets under development	11	107.20		8.02	
		(iv)	Capital work-in-progress	12	220.88		691.68	
		(v)	Machinery in Transit		156.35		-	
	(b)	Non-current investments		13	2,578.14		1,801.37	
	(c)	Deferred tax assets (Net)		14	3,006.90		2,689.87	
	(d)	Long-term loans and advances		15	6,506.63		3,871.95	
	(e)	Other non-current assets		16	51.08	14,787.85	839.14	11,682.75
2	**Current assets**							
	(a)	Current investments		17	1,760.19		649.50	

Particulars			Note No.	As at 31st March 2014		As at 31st March 2013	
	(b)	Inventories	18	1,241.88		1,245.65	
	(c)	Trade receivables	19	6,525.65		9,264.19	
	(d)	Cash and Bank balances	20	27,377.26		31,164.76	
	(e)	Short-term loans and advances	21	5,499.45		4,350.99	
	(f)	Other current assets	22	4,942.37	47,346.80	4,031.24	50,706.33
		TOTAL			**62,134.65**		**62,389.08**
	Summary of Significant Accounting Policies		1 - 2				

Note:-
The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information 3 to 46

As per our Report of even date attached **For and on behalf of Ircon International Limited**

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director DIN - 00515672

Ashish Kumar Batta
Partner
M. No. 095597

Ritu Arora
Company Secretary

Place : New Delhi
Date : March 20, 2018

ANNEXURE-II A
IRCON INTERNATIONAL LIMITED
RESTATED CONSOLIDATED SUMMARY STATEMENT OF PROFIT AND LOSS
For Year ended 31st March 2014

(₹ in million)

	Particulars	Note No.	For the year ended 31st March 2014	For the year ended 31st March 2013
I.	**Revenue :**			
	Revenue from operations	23	38,973.46	42,939.30
	Other income	24	2,534.24	2,492.28
	Total Revenue		41,507.70	45,431.58
II.	**Expenses:**			
	Operating and administrative expenses :	25		
	- Operating Expenses		27,107.82	31,749.61
	- Administrative Expenses		377.11	241.95
	Employee remuneration and benefits	26	2,321.21	2,001.51
	Finance costs	27	385.35	108.93
	Depreciation and amortization expense	10	342.67	429.76
	Total Expenses		30,534.16	34,531.76
III.	**Profit Before Tax (I - II)**		10,973.54	10,899.82
IV.	Add / (less) minority interest in (income) / losses		(12.38)	5.23
V.	Tax expense:			
	(1) Current tax			
	- For the year		3,541.80	3,028.38
	- For earlier years (net)		266.58	623.75

	(2) Deferred tax (net)	14	(317.02)	(796.03)
	Total Tax Expense		3491.36	2,856.10
VI.	**Profit for the year (III + IV - V)**		7,469.80	8,048.95
VII.	Earnings per equity share - Basic and Diluted (in ₹)	45	377.34	406.60

Note:-
The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information **3 to 46**

As per our Report of even date attached

For and on behalf of Ircon International Limited

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director DIN – 00515672

Ashish Kumar Batta
Partner
M. No. 095597

Ritu Arora
Company Secretary

Place : New Delhi
Date : March 20, 2018

ANNEXURE-III A
IRCON INTERNATIONAL LIMITED
RESTATED CONSOLIDATED SUMMARY STATEMENT OF CASH FLOW STATEMENT
For the year ended on 31st March 2014

(₹ in million)

		2013-14	2012-13
CASH FLOW FROM OPERATING ACTIVITIES			
Net Profit before taxation & extraordinary items		10,973.54	10,899.82
Adjustment for :			
Depreciation		342.67	429.76
Amortisation of premium on investment		3.48	3.60
Impairement of Investment		-	-
Loss / (Profit) on sale of assets(net)		(1.92)	(30.39)
Interest Income		(2,271.08)	(2,104.77)
Provisions - (Additions - Write back) (Net)		1,400.18	1,019.61
Minority interest in (income) / losses		(12.38)	5.23
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		87.59	(194.24)
Operating Profit before working capital changes	**(1)**	**10,522.08**	**10,028.62**
Adjustment for :			
Decrease / (Increase) in Trade Receivables / Loans & Advances		1,319.99	1,284.06
Decrease / (Increase) in Inventories		3.77	99.61
Decrease / (Increase) in Other Assets		(468.30)	(925.79)
(Decrease) / Increase in Trade Payables		(467.76)	1,074.20
(Decrease) / Increase in Other Liabilities & Provisions		(10,255.02)	(3,225.55)
(Decrease) / Increase in Minority Interest		110.38	92.77
	(2)	**(9,756.94)**	**(1,600.70)**
Cash generated from operation	**(1+2)**	**765.14**	**8,427.92**
Income Tax Paid		(2,364.50)	(2,833.10)
NET CASH FROM OPERATING ACTIVITIES	**(A)**	**(1,599.36)**	**5,594.82**

		2013-14		2012-13	
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets including Capital WIP		(526.24)		(427.12)	
Sale of Fixed Assets		20.40		55.49	
Interest Received		2,616.32		1,457.73	
Investment in Equity and Bonds		(1,890.94)		(420.37)	
NET CASH FROM INVESTING ACTIVITIES	**(B)**		**219.54**		**665.73**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(2,331.55)		(1,322.93)	
NET CASH FROM FINANCING ACTIVITIES	**(C)**		**(2,331.55)**		**(1,322.93)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**		**(76.13)**		**194.24**
NET INCREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**		**(3,787.50)**		**5,131.87**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**		**31,164.76**		**26,032.89**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**		**27,377.26**		**31,164.76**
NET INCREASE IN CASH & CASH EQUIVALENT	**(F-E)**		**(3,787.50)**		**5,131.87**

Note: 1. Cash and cash equivalents consist of cash in hand and balances with banks.
2. Figures in brackets represent outflow of cash.
3. Figures of the previous year have been regrouped/recast wherever necessary.
4. Cash & Cash Equivalent (closing) Includes FDR **₹ 2723.10 Millions** (₹ 4704.00 Millions) against advances from clients on which interest is passed on to them.

Note:-
The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information **3 to 46**

As per our Report of even date attached **For and on behalf of Ircon International Limited**

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director DIN – 00515672

Ashish Kumar Batta
Partner
M. No. 095597

Ritu Arora
Company Secretary

Place : New Delhi
Date : March 20, 2018

ANNEXURE IV A

THE NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 AND MARCH 31, 2013

Note-1
General Information
Ircon International Limited (IRCON), a government company incorporated by the Central Government (Ministry of Railways) under the Companies Act, 1956 on 28th April, 1976 originally under the name Indian Railway Construction Company Limited, is the leading turnkey construction company in the public sector known for its quality, commitment and consistency in terms of Performance. IRCON has widespread operations in several States in India and in other countries(Malaysia, Nepal, Bangladesh, Mozambique,Ethiopia, Afganistan, U.K. Algeria & Sri Lanka Now).

IRCON is a specialized Constructions organization covering the entire spectrum of construction activities and services in the infrastructure sector. However, Railway and Highway Construction, EHP sub-station (engineering and constructions), and MRTS are the core competence areas of IRCON.

IRCON operates not only in a highly competitive environment but also in difficult terrains and regions in India and abroad and is an active participant in prestigious nation building projects. IRCON has so far completed more than 300 infrastructure projects in India and more than 100 projects across the globe in more than 21 countries.

Note -2
Summary of Significant Accounting Policies

2.1 Basis of Preparation

The Restated Summary Statement of Assets & Liabilities of the Company as at March 31, 2014 and March 31, 2013 and the related restated summary statement of profit & loss and cash flows for the period ended March 31, 2014 & March 31, 2013 have been complied by the management from the audited financial statements of the Company for the period ended March 31, 2014 & March 31, 2013 approved by the Board of the Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part-I of Chapter-III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Company Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company in connection with its proposed Initial public offering of equity shares. The Company’s management has recast the financial statements in the form required by the Schedule-III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

2.2 Statement of Compliance

The consolidated financial statements are prepared on the basis of generally accepted accounting principles in India and in accordance with Companies Act, 1956.

2.3 Foreign Currency Transactions

(a) Transactions of Indian operations:
Foreign currency transactions within the country are translated in the following manner:
i) All foreign currency transactions are translated into Indian Currency at the rate prevalent on the date of transaction.
ii) Depreciation is translated at the rates used for translation of the value of the assets on which depreciation is calculated.
iii) Monetary items and contingent liabilities denominated in foreign currency are translated at the prevailing closing buying rate at each balance sheet date.
iv)Fixed assets and non-monetary items are translated at the rate on the date of transaction.

(b) Transactions of Integral Foreign Operations

Foreign currency transactions of foreign branches are translated in the following manner:
i) Revenue items are translated into Indian Currency at the rate prevalent on the date of transaction.
ii) Fixed assets and non-monetary items are translated at the rate on the date of transaction.
iii) Depreciation is translated at the rates used for the translation of the value of the assets on which depreciation is calculated.
iv) Monetary items and contingent liabilities are translated at the prevailing closing buying rate at each balance sheet date.

(c) The net exchange differences resulting from the translations at (a) & (b) above are recognized as income or expense for the year.

(d) Transactions of Non-Integral Foreign Operations

Financial statements of Non- Integral Foreign Operations are translated in the following manner-

i) The assets and liabilities, both monetary and non-monetary are translated at the closing buying rate.
ii) Income and expense items are translated at the rate on date of transaction.
iii) All resulting exchange difference is accumulated in foreign currency translation reserve until disposal of the net investment and is recognized as income or expense in the same period in which gain or loss on disposal is recognized.

2.4 Fixed assets

Tangible assets

(a) Tangible assets are stated at historical cost less accumulated depreciation and impairment loss, if any.
(b)The machinery spares which can be used only in connection with an item of Tangible asset and whose use is expected to be irregular are capitalized & depreciated/amortized over the balance life of such Tangible assets.
(c)Incidental expenditure during construction period incurred up to the date of commissioning is capitalized.

Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

2.5 Investments

(a) Non Current Investments are valued at cost less provision for permanent diminution in value, if any.
(b) Current Investments are valued at lower of cost and fair value.
(c) An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operation of the Company, is classified as investment property. Investment Properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

2.6 Inventories

(a) Construction Work in Progress

Construction work-in-progress is valued at cost till such time the outcome of the job cannot be ascertained reliably and at realizable value thereafter. Site mobilization expenditure to the extent not written off is valued at cost.

(b) Others

(i) In Cost Plus contracts, the cost of all materials, spares and stores not reimbursable as per the terms of the contract is shown as inventory valued as per (iii) below.
(ii) In Item Rate and Lump Sum Turnkey contracts, the cost of all materials, spares (other than capitalized) and stores are charged to Statement of Profit and Loss in the year of use.
(iii) Inventories are valued at lower of the cost arrived at on First in First out (FIFO) basis and net realisable value.
(iv) Loose tools are expensed in the year of purchase.

2.7 Cash and Bank Balances

Cash and bank balances comprise of cash at bank, cash in hand, Cheques in hand, demand deposits and bank deposits with maturity period up to 12 months from Balance Sheet date.

For the purpose of cash flow statement, cash and cash equivalents consist of cash and bank balances, cheques in hand and demand deposits net of bank overdrafts.

2.8 Provisions

(a) Provision for Maintenance

i) In Cost Plus contract, no provision for maintenance is required to be made where cost is reimbursable.

ii) Item Rate and Lump Sum turnkey contracts, provision is made for maintenance to cover company's liability during defect liability period keeping into consideration the contractual obligations, the obligations of the sub-contractors, operating turnover and other relevant factors.

iii) Provision for unforeseen expenditure during design guarantee period is made based on risk perception of management in each contract assessed at the end of each financial year. This shall, however, be subject to a minimum of Rs 50 lakhs and maximum of the amount of Design guarantee specified in Contract Agreement with the Client.

(b) Provision for Demobilisation

Provision for demobilisation to meet the expenditure towards demobilisation of Manpower and Plant & Equipment is made in foreign projects.

(c) Provision for Doubtful Debts /Advances

Provision for Doubtful Debts /Advances is made when there is uncertainty of realisation irrespective of the period of its dues. For outstanding over 3 years full provision is made unless the amount is considered recoverable. Debts/Advances are written off when unrealisibility is almost established.

(d) Others

Provision is recognised when:

i) The Company has a present obligation as a result of a past event,

ii) A probable outflow of resources is expected to settle the obligation; and

iii) A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each Balance Sheet date.

2.9 Contract Revenue Recognition

Contract Revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Depending on the nature of contract, revenue is recognised as under-

(a) In cost plus contracts, revenue is worked out by including eligible items of expenditure in the bills raised on the clients and charging specified margin thereon.

(b) In fixed price contracts, revenue is recognized by adding the aggregate cost of work certified and proportionate margin using the percentage of completion method. The percentage of completion is determined as a proportion of cost incurred to date to the total estimated cost of the contract.

Full provision is made for any loss in the period in which it is foreseen.

Revenue does not include Sales Tax/VAT/WCT/Service Tax etc.

2.10 Contracts executed under Joint Venture (JV)

(a) in jointly controlled operations, are accounted as independent contracts;

(c) in respect of contracts executed by a jointly controlled entity, the profit / loss from the Joint Venture is accounted for in the year when determined.

2.11 Leases

(a) Lease incomes from assets given on operating lease are recognized as income in the statement of profit & loss on straight-line basis over the lease term.

(b) Lease payments for assets taken on operating lease are recognized as expense in the statement of profit & loss on straight-line basis over the lease term.

2.12 Liquidated Damages and Escalations

(i) Liquidated damages/penalties (LD) due to delays arising out of the contractual obligations and provisionally withheld from contractors/under dispute are adjusted against contract cost only on final decision in this regard. However, LD recovered/withheld by client is accounted for on recovery/withholding & adjusted against contract revenue. Possible Liquidated Damages in cases where extension is granted by the client subject to their right for levy of penalty is shown as contingent liability.

(ii) Escalation receivable/payable is accounted for as per the provisions of the contract. Escalation receivable but not certified before close of project accounts is included in work-in- progress.

2.13 Research & Development Expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised.

2.14 Mobilisation Expenses

The initial contract expenses on new projects for mobilisation will be recognised as construction work in progress in the year of incidence, and pro rata charged off to the project over the years at the same percentage as the stage of completion of the contract as at the end of financial year.

2.15 Depreciation & Amortisation

Tangible Assets

(a) Depreciation on Tangible assets in India is provided on Straight Line basis (SLM) in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956 except in following cases where it is provided at the rates higher than prescribed in the said Schedule:

(i) General Construction Equipment	19.00%
(ii) Office Equipment	19.00%
(iii) Computer incl. UPS, Inverters & Mobile handsets	31.67%
(iv) Vehicles (including Heavy Vehicles)	23.75%
(v) Furniture & Fixtures	23.75%
(vi) Speed Boats	19.00%

(b) Depreciation on tangible assets in foreign countries is provided on straight-line method taking into consideration the commercial life of that asset and/or duration of the project. However, the rates adopted for depreciation are not lower than those specified in Schedule XIV for tangible assets in India (as stated in Para (xv) (a) above). On closure of the project, assets are reduced to residual value of 5% and balance is expensed in the year of closure and/or transferred to other project/ Plant & Machinery Division.

(c) In case of leasehold land (other than perpetual lease) and leasehold property, depreciation is provided proportionately over the period of lease.

(d) Tangible Assets acquired during the year costing up to Rs. 5000/-, tangible assets having written down value up to Rs. 5000/- at the beginning of the year, and camps / caravans / temporary sheds/furnishings acquired during the year irrespective of the value of asset are fully depreciated.

Intangible Assets
Software cost exceeding Rs. 25 lakhs each is amortized over a period of 36 months on straight line basis from the date of successful commissioning of the software subject to review at each financial year end. Software cost up to Rs. 25 Lakhs in each case is fully amortized in the year of purchase.

2.16 Borrowing Cost

(i) Borrowing cost in ordinary course of business are recognized as expense of the period in which they are incurred.
(ii) Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of the asset.

2.17 Retirement Benefits

(i) Provision for leave Encashment, gratuity & other retirement benefits is made based on actuarial valuation at the year end.

(ii) Provident fund contribution is made to PF Trust on accrual basis.

(iii) Defined contributions for pension are charged to statement of profit and loss on accrual basis.

2.18 Prior period adjustment and extraordinary items

(i) Income/expenditure relating to prior period and prepaid expenses not exceeding Rs. 50000/- in each case are treated as income/expenditure of the current year.
(ii) Voluntary Retirement Scheme expenses are charged off in the year of incidence of expense.

2.19 Taxes

(i) Taxes including current income-tax are computed using the applicable tax rates and tax laws. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
(ii) Deferred income- tax on timing differences is computed using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

2.20 Segment Reporting

The Company has identified two primary reporting segments based on geographic location of the project viz. Domestic & International and two secondary reporting segments based on business of construction and leasing of assets & its operation (Leasing & Operation).

2.21 Contingent Liabilities and Contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:
i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
ii) A reliable estimate of the present obligation cannot be made; or
iii) A possible obligation, unless the probability of outflow of resource is remote.

(b) Contingent Assets are neither recognized, nor disclosed.

(c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Balance Sheet date.

c) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

3 Restated Summary Statement of Share capital

(₹ in million)

Particulars	As at 31st March 2014	As at 31st March 2013
Authorized		
2,50,00,000 Equity shares of ₹10 each	**250.00**	**250.00**
Issued, Subscribed & Paid-up		
1,97,96,000 Equity shares of ₹10 each-fully paid	**197.96**	**197.96**
T O T A L	**197.96**	**197.96**

i) Distribution of number of shares held:

Particulars	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	% age	No. of Shares	% age
Government of India in the name of the President of India and Government nominees	19,742,400	99.729%	19,742,400	99.729%
Indian Railway Finance Corporation Limited	48,800	0.247%	48,800	0.247%
Bank of India	4,800	0.024%	4,800	0.024%
Total	**19,796,000**	**100%**	**19,796,000**	**100%**

ii) Shares issued other than cash

Bonus share issued during last five years: 98,98,000 Equity shares of ₹ 10 each have been issued as fully paid up Bonus shares in F.Y. 2012-13 in the ratio of 1:1

iii) Terms/rights attached to shares:

(a) Voting

The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.

(b) Dividends

The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

(c) Liquidation

In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders

iv) Reconciliation of the number of equity shares and share capital:

Particulars	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	**₹ Millions**	**No. of Shares**	**₹ Millions**
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	19,796,000	197.96	9,898,000	98.98
Add: Shares issued during the year (Bonus Issue)	-	-	9,898,000	98.98
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**19,796,000**	**197.96**	**19,796,000**	**197.96**

4 Restated Summary Statement of Reserves and surplus

(₹ in million)

Particulars	Foot Note	As at 31st March 2014		As at 31st March 2013	
a. CSR Activities Reserve					
Opening Balance		29.05		-	
Add :- Transfer from Statement of Profit & Loss		-		29.05	
Less :- Transfer to Statement of Profit & Loss	(i)	11.89	17.16	-	29.05
-					
b. Foreign Exchange Fluctuation Reserve					
Opening Balance		-		-	
Add :- Proportionate Share in Integrated Joint Ventures		11.46	11.46	-	-
-					
c. General Reserve					
Opening Balance		24,592.96		17,247.50	
Prior Period Adjustment				993.89	
Auditor Qualification Adjustment				156.20	
Restated Opening Balance		**24,592.96**		**18,397.59**	
Add: Transfer from surplus in statement of profit and loss (Refer (c) below)		5,343.29		6,294.34	
Less : Utilized for issue of Bonus Shares		-	**29,936.25**	98.98	**24,592.96**
d. Surplus in Statement of Profit and Loss					
Net Profit for the current year		7,469.80		8,048.95	
Appropriations					
Add :-					
- Transfer from CSR Activities Reserve		11.89		-	
Less :-					
- Transfer to CSR Activities Reserve		-		29.05	
- Interim Dividends		1,009.60		494.90	
[(Dividend per share ₹ 51/- (₹ 25/-)]					
- Proposed Dividends		811.64		989.80	

Particulars	Foot Note	As at 31st March 2014		As at 31st March 2013	
[(Dividend per share ₹ 41 /- (₹ 50/-)]					
- Tax on Interim Dividend		171.58		80.29	
- Tax on Proposed Dividend		145.58		160.57	
- Transfer to General Reserve		5,343.29	-	6,294.34	-
Total			**29,964.87**		**24,622.01**

Foot Notes:-

(i) Company has spent an amount of ₹ 84.89 Millions during the year as against requirement of ₹ 73.00 Millions (1% of PAT of 2012-13). Excess amount of ₹ 11.89 Millions than the minimum requirement has been utilized towards CSR activities from unspent amount of CSR Budget relating to previous years.

5 Restated Summary Statement of Long term liabilities

(₹ in million)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
-			
(a) Trade Payables			
- Micro, Small & Medium Enterprises (Refer Note 44)		-	-
- Others		24.61	335.11
(b) Other Liabilities			
- Advance from clients	(i)	703.84	2,360.36
- Retention Money /Security Deposit		1,202.81	1,130.61
Total		**1,931.26**	**3,826.08**

Foot Notes:-

i) Includes Interest payable on advances from clients ₹ **21.26 Millions** (₹93.54 Millions).

6 Restated Summary Statement of Long term provisions

(₹ in million)

	Particulars	As at 31st March 2014		As at 31st March 2013	
(A)	**Provisions for employee benefits:** (Refer Note 42)				
i)	Gratuity	577.59		506.05	
ii)	Leave Salary	735.38		584.99	
iii)	Settlement Allowance on Retirement	12.01		13.14	
iv)	Pension	-		178.86	
v)	Leave Travel Concession	1.25	1,326.23	0.54	1,283.58
(B)	**Other Provisions :**				
i)	Demobilisation	240.13		49.73	

ii)	Maintenance	553.65		468.74	
iii)	Design Guarantee	1,722.01		2,218.57	
iv)	Other Expenses	229.39	2,745.18	257.19	2,994.23
Total			**4,071.41**		**4,277.81**

7 Restated Summary Statement of Trade payables

(₹ in million)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2014	As at 31st March 2013
-				
Trade Payables				
- Micro, Small & Medium Enterprises (Refer Note 44)			-	-
- Others				
(a) Contractors & Suppliers			5,851.90	6,321.63
(b) Related Parties			45.68	46.57
(c) Others			8.47	5.61
Total			**5,906.05**	**6,373.81**

8 Restated Summary Statement of Other current liabilities

(₹ in million)

Particulars	Foot Note	As at 31st March 2014		As at 31st March 2013	
(a) Advance Contract Receipts			1,101.57		3,760.40
(b) Advances from Client	(i)		5,891.58		7,544.83
(c) Deposits & Retention Money			4,129.84		3,492.47
(d) Statutory Dues		1,970.65		1,844.56	
Less :- Deposited under Protest		(1,687.99)	282.66	(889.66)	954.90
(e) Book Overdraft			2.45		-
(f) Staff			36.91		169.47
(g) Others	(ii)		212.00		153.34
Total			**11,657.01**		**16,075.41**

Foot Notes:-

I Includes Interest payable on advances from clients ₹ **461.49 Millions (₹ 122.88 Millions)**

Ii Includes Outstanding and Other Liabilities.

9 Restated Summary Statement of Short-term provisions

(₹ in million)

	Particulars	As at 31st March 2014			As at 31st March 2013		
(A)	**Provisions for employee benefits:** (Refer Note 42)						
i)	Gratuity		40.89			32.62	
ii)	Leave Salary		70.51			63.20	
iii)	Settlement Allowance on Retirement		0.87			0.96	
iv)	Post Retirement Medical Benefits		174.99			93.63	
v)	Pension		236.14			-	
vi)	Performance Related Pay		224.21			114.43	
vii)	Leave Travel Concession		0.17	747.78		0.27	305.11
(B)	**Other Provisions :**						
i)	Demobilisation		239.20			322.67	
ii)	Maintenance		1,613.72			949.85	
iii)	Foreseeable Loss		101.19			72.49	
iv)	Design Guarantee		569.89			-	
v)	Legal Cases		479.30			645.16	
vi)	Other Expenses		280.52			256.65	
	Income tax and Wealth tax	8,775.82			8,233.49		
vii)	Less: Advance Tax (including TDS)	(5,554.06)	3,221.76		(5,012.57)	3,220.92	
viii)	Dividend (Proposed)		811.63			989.80	
ix)	Tax on Dividend (Proposed)		137.94	7,455.16		160.58	6,618.13
	Total			**8,202.94**			**6,923.24**

10 A. Restated Summary Statement of Fixed assets

(₹ in million)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		As at 01.04.2012	Additions	Sales/ Adjustments	As at 31.03.2013	Upto 31.03.2012	For the year	Sales/ Adjustments	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
A	**Tangible Assets**										
	Freehold Land	34.45	-	(0.32)	34.14	-	-	-	-	34.14	34.45
	Lease hold Land (iv)	363.96	-	(0.07)	363.89	1.65	0.14	(0.01)	1.78	362.11	362.31

	Lease hold Buildings (iii)	402.19	22.25	-	424.44	43.54	7.73	-	51.26	373.18	358.66
	Freehold Buildings /Flats-Residential	92.99	-	-	92.99	23.84	1.52	-	25.35	67.64	69.16
	Freehold Buildings/Flats-Non-Residential	106.37	0.12	-	106.49	13.45	1.87	-	15.32	91.17	92.92
	Plant and Machinery (i and v)	3,481.03	242.62	(272.88)	3,450.76	2,523.69	372.10	(249.56)	2,646.23	804.53	957.34
	Survey Instruments	35.39	2.66	(1.24)	36.81	31.63	3.30	(1.22)	33.71	3.10	3.76
	Computers	83.61	6.97	(5.44)	85.14	74.62	7.04	(5.16)	76.49	8.65	8.99
	Mobile Handset	2.50	0.49	(0.64)	2.35	2.05	0.48	(0.62)	1.91	0.44	0.45
	Office Equipments	69.26	8.54	(5.39)	72.41	58.67	8.22	(5.31)	61.59	10.84	10.59
	Furniture, Fixtures, Furnishings	76.64	6.52	(2.91)	80.27	68.62	7.85	(2.90)	73.56	6.71	8.02
	Caravans, Camps and Temporary Sheds	63.73	20.08	(21.25)	62.56	63.32	20.29	(21.25)	62.37	0.20	0.40
	Vehicles (v)	160.72	3.03	(17.51)	146.25	133.41	11.47	(16.63)	128.24	18.01	27.32
	Current Year Total	**4,972.85**	**313.28**	**(327.64)**	**4,958.52**	**3,038.49**	**442.00**	**(302.66)**	**3,177.83**	**1,780.72**	**1,934.36**
B	**Intangible Assets**										
	Softwares	16.76	0.39	(0.04)	17.11	16.71	0.45	(0.04)	17.11	0.00	0.06
	Current Year Total	**16.76**	**0.39**	**(0.04)**	**17.11**	**16.71**	**0.45**	**(0.04)**	**17.11**	**0.00**	**0.06**
	GRAND TOTAL CURRENT YEAR	**4,989.62**	**313.67**	**(327.68)**	**4,975.63**	**3,055.20**	**442.45**	**(302.71)**	**3,194.94**	**1,780.72**	**1,934.42**

i) Includes Locomotives on short term lease and standby.

ii) Depreciation for the year has been allocated as given below :-

(₹ in million)

Description	**2012-13**
Statement of Profit and Loss	
Current	**429.76**
Prior Period	**-**
Capital Work in progress	**-**
Total	**429.76**

iii) Includes lease hold building on Railways land for 30 years lease (Gross value Rs.53.00 Millions) for which agreement is yet to be finalised.

iv) Lease hold land includes land at Greater Noida for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs. 8.00 Millions). The request for time extension for construction of Building has been submitted to the appropriate authority.

v) Fixed assets beyond economic repair and held for disposal reduced from sales/adjustment column and transferred to other current assets: -

(₹ in million)

Block of assets	**As at March 2013**	
	Gross Block	**Net Block**
Plant and Machinery Vehicles	**134.04**	11.99
Total	**134.04**	**11.99**

10 B. Restated Summary Statement of Fixed assets

(₹ in million)

	Fixed Assets	Foot Note	Gross Block				Accumulated Depreciation				Net Block	
			As at 01.04.2013	Additions	Sales/ Adjustments	As at 31.03.2014	Upto 31.03.2013	For the year	Sales/ Adjustments	Upto 31.03.2014	As at 31.03.2014	As at 01.04.2013
A	**Tangible Assets**											
	Freehold Land	(vi)	34.14	-	(11.24)	22.90	-	-	-	-	22.90	34.14
	Lease hold Land	(v)	363.89	-	-	363.89	1.78	0.05	-	1.83	362.06	362.11
	Lease hold Buildings	(iv)	424.44	-	-	424.44	51.26	6.68	-	57.94	366.50	373.18
	Freehold Buildings /Flats-Residential		92.99	-	-	92.99	25.35	1.53	-	26.88	66.11	67.64
	Freehold Buildings/Flats-Non-Residential		106.49	0.12	-	106.61	15.32	1.87	-	17.19	89.42	91.17
	Plant and Machinery	(i, ii & vii)	3,450.77	207.36	(115.01)	3,543.12	2,646.23	298.51	(108.31)	2,836.43	706.69	804.54
	Survey Instruments		36.81	4.22	(6.37)	34.66	33.71	4.88	(6.11)	32.48	2.18	3.10
	Computers		85.18	5.15	(5.23)	85.10	76.53	5.79	(5.17)	77.15	7.95	8.65
	Mobile Handset		2.35	0.29	(0.43)	2.21	1.91	0.45	(0.45)	1.91	0.30	0.44
	Office Equipments		72.50	5.30	(4.73)	73.07	61.66	7.72	(4.64)	64.74	8.33	10.84
	Furniture, Fixtures, Furnishings		80.27	3.71	(2.86)	81.12	73.56	5.11	(2.87)	75.80	5.32	6.71
	Caravans, Camps and Temporary Sheds		62.56	2.41	(5.05)	59.92	62.37	2.51	(5.05)	59.83	0.09	0.19
	Vehicles	(i)	146.25	3.81	(3.77)	146.29	128.24	6.32	(3.61)	130.95	15.34	18.01
	Current Year Total		**4,958.64**	**232.37**	**(154.69)**	**5,036.32**	**3,177.92**	**341.42**	**(136.21)**	**3,383.13**	**1,653.20**	**1,780.72**
	Previous Year		4,972.85	313.28	(327.64)	4,958.52	3,038.49	442.00	(302.66)	3,177.83	1,780.72	1,934.36
B	**Intangible Assets**											
	Softwares		17.11	0.51	(0.01)	17.61	17.11	0.45	(0.01)	17.55	0.06	0.00
	Lease Rights		-	508.61	-	508.61	-	1.21	-	1.21	507.41	-
	Current Year Total		**17.11**	**509.12**	**(0.01)**	**526.22**	**17.11**	**1.66**	**(0.01)**	**18.76**	**507.47**	**0.00**
	Previous Year		16.76	0.39	(0.04)	17.11	16.71	0.45	(0.04)	17.11	0.00	0.06
	GRAND TOTAL CURRENT YEAR		**4,975.75**	**741.49**	**(154.70)**	**5,562.54**	**3,195.03**	**343.08**	**(136.22)**	**3,401.89**	**2,160.67**	**1,780.72**
	PREVIOUS YEAR		4,989.62	313.67	(327.68)	4,975.63	3,055.20	442.45	(302.71)	3,194.94	1,780.72	1,934.42

Foot Notes:-

i) Fixed assets beyond economic repair and held for disposal included in sales/adjustment column and transferred to other current assets at Net Book value: -

Block of assets	As at March 2014		As at March 2013	
	Gross Block	Net Block	Gross Block	Net Block
Plant and Machinery	**76.90**	**5.70**	134.04	11.99
Vehicles	**0.37**	**0.02**	-	-
Total	**77.27**	**5.72**	134.04	11.99

ii) Includes Locomotives provided on short term operating lease and standby.
iii) Depreciation for the year has been allocated as given below :-

Description	2013-14	2012-13
Statement of Profit and Loss		
Current	**342.67**	429.76
Prior Period	**-**	-
Capitalised	**0.30**	-
Total	**342.97**	**429.76**

iv) Includes lease hold building on Railways land for 30 years lease (Gross value Rs.53.00 Millions) for which agreement is yet to be finalised.

v) Lease hold land includes land at Greater Noida Industrial Development Authority (GNIDA) for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs. 8.20 Millions). The request for time extension for construction of Building has been submitted to the appropriate authority.

vi) Sale/Adjustment column in free hold land includes Rs 11.20 Millions transferred to investment property during the year 2013-14.

vii) One 48 Tonne Diesel Locomotive 777(Gross Block of Rs. 18.40 Millions), (Accumulated depreciation up to 31.03.2013 Rs. 17.50 Millions) was found missing in May 2013 Loss of Rs. 0.90 Millions being the book value as on 31.03.2013 on account of this has been shown in sales / adjustment column of Accumulated depreciation and included in Misc Expenses.

11 Restated Summary Statement of Intangible asset under development

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Opening Balance	**8.02**	2.51
Additions during the year:	**99.18**	5.51
T O T A L	**107.20**	8.02
Break up:-		
Implementation of SAP	10.06	8.02
Development / Redevelopment of Railway Stations	97.14	-

12 Restated Summary Statement of Capital work-in-progress

(₹ in Millions)

Parti culars	As at 31st March 2014	As at 31st March 2013

Opening Balance	**691.68**	583.62
Additions during the year:		
- Work Expenses	**50.22**	112.64
- Salaries, Wages & Benefits	**1.66**	11.44
- Cont to PF & Other Funds	**0.10**	0.84
- Design, Drawing, Business Development & Consultancy Charges	**0.63**	1.08
- Inspection, Geo Technical Investigation & Survey Exp.	**0.12**	-
- Rent - Non Residential	**0.05**	0.17
- Rates & Taxes	**0.07**	0.29
- Repairs & Maintenance		
-Office & Others	**-**	0.05
- Travelling Expenses	**0.45**	0.62
- Printing & Stationery	**0.02**	0.08
- Postage, telephone & telex	**0.01**	0.08
- Security Services	**0.08**	0.34
- Legal & Professional Charges	**0.07**	0.18
- Auditors Remuneration	**-**	0.06
- Advertisement & Publicity	**-**	1.59
- Issue of Authorised Capital	**-**	1.47
- Misc. Operating Exp.	**0.38**	0.48
Less:-		
Capitalised during the year	**508.61**	23.45
Transferred to Investment Property	**16.08**	-
T O T A L	**220.88**	691.68

13 Restated Summary Statement of Non current investments

	Particulars	Foot Note	As at 31st March 2014			As at 31st March 2013		
			Nos.	Amount (₹ in Millions)		Nos.	Amount (₹ in Millions)	
A	**Investment Property**							
	SRO Building at Old Airport Road, Bangalore				**27.34**			**-**
	Total (A)							
B	**Trade Investments (At Cost)**							
	Un- Quoted							
	Investment in Fully Paid up Equity Shares:							
	In Incorporated Joint Venture/s							
	CCFB, Mozambique							
	12,50,000 equity shares of meticals 24000 each fully paid	(i)	12,50,000	55.34		12,50,000	55.34	
	Less : Provision for diminution in value			55.34	-		55.34	-

	Particulars	Note	Number		Amount	Total	Number	Amount	Total
	(Refer Note No. 40) Ircon-Soma Tollway Private Limited (ISTPL)	(ii a & b)							
	6,38,70,000 equity shares of ₹ 10 each fully paid.		6,38,70,000		638.70		6,38,70,000	638.70	
	Chattisgarh East Railway Limited 13,000 equity shares of ₹ 10 each fully paid.		13,000		0.13			-	
	Chattisgarh East-West Railway Limited 13,000 equity shares of ₹ 10 each fully paid.		13,000		0.13			-	
	Total (A)					**638.96**			**638.70**
C	**Other Investments (At Cost)** **Quoted** **Investment in Bonds**								
	6.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,00,000 each		-		-		5,000	500.00	
	8.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,000 each		163,131		163.13		163,131	163.13	
	7.21% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.10,00,000 each		500		499.55		500	499.54	
	8.23% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,000 each		500,000		500.00		-	-	
	8.35% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs. 10,00,000 each		500	499.16			-		
	Less : Amrotisation of Premium	(iii)		-	499.16			-	
	Investment in Mutual Fund SBI Debt Fund Series - A -14		25,000,000		250.00		-	-	
	Total (C)					**1,911.84**			**1,162.67**
	Total					**2,578.14**			**1,801.37**

Disclosure regarding Quoted/Unquoted Investments:		(₹ in Millions)	(₹ in Millions)
Aggregate of Unquoted investments - Book value		638.96	638.70
Aggregate of Quoted investments - Book value		1,911.84	1,162.67
- Market value		1,909.51	1,151.10

Foot Notes:-

i) The value of one equity share of Meticals 24000 was equivalent to ₹ 44.27.

ii)(a) Out of 6,38,70,000 equity shares of ISTPL held by the company, 30 % shares (1,91,61,000 no.) are pledged with Punjab National Bank against the loan drawn by ISTPL outstanding as on 31.03.2014 is ₹ 4443.00 Millions.. Further, an undertaking has been given by the company to Punjab National Bank for non disposal of its 21% (1,34,12,700 no. of shares) of the present holding (over and above the pledged over 30% of shareholding) .

(b) As per Articles of Association (Article V) of ISTPL, shareholders can transfer their shareholding subject to Concession Agreement dated 28th September 2005 signed with NHAI which provides for equity holding of not less than 51% by Consortium members in ISTPL during the construction period and three years following Commercial Operation Date, which was achieved on 19.04.2010. Thereafter, the aforesaid shareholding can be diluted to 26% subject to the pre-emption right of the other shareholders.

iii) Amount less than ₹ 0.10 Millions i.e. ₹ 1,794/-

14 Restated Summary Statement of Deferred tax assets (Net)

(₹ in Millions)

Particulars	As at 1 April 2013	Addition (Deletion) during the year	As at 31 March 2014
	Total	Total	Total
Asset			
Provision for :			
- Maintenance and demobilisation	489.44	211.63	701.07
- Foreseeable Loss	24.64	9.76	34.40
- Doubtful debts and advances	336.88	(26.20)	310.68
- Gratuity	183.09	27.13	210.22
- Leave Travel Concession	0.27	0.21	0.48
- Legal cases	219.29	(56.37)	162.92
- Design Guarantee	754.09	24.93	779.02
- Other Expenses	148.58	13.72	162.30
Expenses :			
- On Voluntary retirement scheme	0.10	(0.00)	0.10
- Allowed for tax purpose when paid	408.82	83.99	492.81
- Depreciation	124.60	26.99	151.59
- 3/5th of Preliminary Expenses	0.05	1.26	1.31
	2,689.87	317.03	3,006.90
Liability	-	-	-
Net Deferred Tax Asset / (Liability)	**2,689.87**	**317.03**	**3,006.90**
Previous Year	1,893.85	796.03	2,689.87

15 Restated Summary Statement of Long term loans and advances*

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
A. Secured, considered good				
Staff Loans and Advances	17.12		17.75	
Advances to Contractors against material and machinery	224.45		-	
		241.57		17.75

Particulars	As at 31st March 2014			As at 31st March 2013		
B. Unsecured, considered good						
Capital Advance for Purchase of Land			2,448.25			-
Security Deposits						
- Government Departments		5.82			6.11	
- With Clients		338.10			63.21	
- Others		2.09	346.01		48.82	118.14
Loans to Related Parties						
Joint Ventures						
- Companhia Dos Caminhos De Ferro Da Beira Sarl (Refer note 40)			813.10			720.64
Staff Loans & Advances		10.52			12.76	
Deposits with Government Departments		0.45			1.55	
Advances to Contractors and Suppliers		1,031.15			1,022.35	
Money with held by clients		74.47			147.46	
Deposit with Income Department against demand		1,427.19			1,665.32	
Advance Tax / TDS	151.76			185.66		
Less:- Provision for Tax	51.75	100.01		36.11	149.55	
Prepaid Expenses		13.91	2,657.70		16.43	3,015.42
C. Considered Doubtful						
Loan to Related Parties						
Joint Venture						
- Companhia Dos Caminhos De Ferro Da Beira Sarl (Refer note 40)		378.69			364.90	
Advances to Contractors and Suppliers		86.20			84.81	
Deposits and Retention Money		-			0.23	
		464.89			449.94	
Less :- Provision for doubtful advances		464.89	-		449.94	-
Total			**6,506.63**			**3,871.95**

Foot Notes:-

* Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil)

16 Restated Summary Statement of Other non-current assets*

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
A. Secured, considered good				
Interest Accrued on :				
- Advances to staff		8.97		9.71
B. Unsecured, considered good				
Interest Accrued on :				
- Advances to staff	3.48		3.20	

- Advances to Contractors, Suppliers & Others	36.60		341.65	
- Advance to IRWO	2.03		4.07	
- Deferred dues	-	42.11	480.51	829.43
C. Considered Doubtful				
Interest Accrued on :				
Joint Venture				
- Companhia Dos Caminhos De Ferro Da Beira Sarl (Refer note 40)	2.55		2.32	
Advances to Contractors, Suppliers & Others	4.05		4.05	
	6.60		6.37	
Less: Provision for doubtful	6.60	-	6.37	-
Total		**51.08**		**839.14**

Foot Notes:-

*Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil)

17 Restated Summary Statement of Current investments

	Particulars	As at 31st March 2014				As at 31st March 2013		
		Nos.		(₹ in Millions)		Nos.		(₹ in Millions)
A	**Investment in Mutual Fund**							
	Quoted							
	Mutual Fund							
	UTI Mutual Fund - Daily Dividend Plan	227,274		231.69		45,156		46.03	
	UTI Fixed Income Series XVI - I	25,000,000		250.00		-		-	
	UTI Fixed Income Series XVIII - IV	25,000,000		250.00		-		-	
	SBI Debt Fund Series - 40	25,000,000		250.00		-		-	
	SBI Premier Liquid Fund - Daily Dividend Plan	278,452		278.50	1,260.19	-		-	46.03
B	**Current Maturities of Long Term Bonds**							
	6.85% Tax Free India Infrastructure Finance Company Ltd. (IIFCL) Bonds of Rs.1,00,000 each		-			6,000	607.07		
	Less : Amortization of premium paid on investment		-	-			3.60	603.47	
	6.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,00,000 each	5000		500.00	500.00	-		-	603.47

	Total	**1,760.19**	**649.50**

Disclosure regarding Quoted Investments:	**(₹ in Millions)**	**(₹ in Millions)**
Aggregate of Quoted investments - Book value	1,760.19	649.50
- Market value	1,792.38	638.80

18 Restated Summary Statement of Inventories

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
a. Material and stores				
- In Hand	384.83		372.20	
- With Third Parties	8.36		10.63	
- In Transit	3.29		3.66	
		396.48		386.49
b. Construction work-in-progress at cost		845.40		859.16
Total		**1,241.88**		**1,245.65**

19 Restated Summary Statement of Trade receivables

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
Unsecured :				
Outstanding for a period exceeding six months from the date they were due for payment				
- Considered good	1,252.89	`	1,586.68	
- Considered doubtful & provided for	179.14	1,432.03	210.33	1,797.01
	-	-	-	-
	-	-	-	-
Other trade receivables				
- Considered good	5,272.76		7,677.51	
- Considered doubtful & provided for	-	5,272.76	5.81	7,683.32
		6,704.79		9,480.33
Less: Provision for doubtful debts		179.14	-	216.14
		6,525.65	-	9,264.19
Total		**6,525.65**		**9,264.19**

Foot Notes:-

(i) Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member are Nil (Rs. Nil)

20 Restated Summary Statement of Cash & Bank balances

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013

	Cash and cash equivalents					
a)	Cash In hand (i)	(i)		1.70		2.74
b)	Cheques / drafts in hand			77.15		0.22
c)	Balances with banks :					
	- In Current accounts		696.87		1,289.51	
	- In Flexi accounts (ii)	(ii)	1,282.15		1,945.52	
	- In Fixed deposits (with a maturity period of less than 3 months) (ii)	(ii)	13,588.55	15,567.57	12,554.46	15789.49
d)	Remittance in Transit			-		41.91
	Other bank balances					
	- In Fixed deposits (with a maturity period of more than 3 months and upto 12 months) (ii)	(ii)		11,730.84		15330.40
	Total			**27,377.26**		**31,164.76**

Foot Notes :-
i) Cash in hand includes cash imprest **₹ 0.23 Millions** (₹ 0.19 Millions)
ii) Includes Clients Fund on which interest is passed on to them:

(₹ in Millions)

Particulars	Balance at the end of year	
	31.03.2014	31.03.2013
In Flexi accounts	736.50	725.50
In Fixed deposits (with a maturity period of less than 3 months)	2,723.10	4,700.00
In Fixed deposits (with a maturity period of more than 3 months and upto 12 months)		4.00
Total	**3,459.60**	**5,429.50**

21 Restated Summary Statement of Short term loans and advances

(₹in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
A. Secured, considered good				
Staff Loans and Advances	7.49		7.08	
Advances to Contractors against material and machinery	34.48	41.97	315.32	322.40
B. Unsecured, considered good				
Security Deposits				
- Government Departments	64.43		70.76	
- With Clients	664.47		910.77	
- Others	17.59	746.49	6.20	987.73
Amount Recoverable from :				
Joint Ventures				
- RICON CETA SARL	8.01		11.00	

- Companhia Dos Caminhos De Ferro Da Beira Sarl		46.68			6.66	
- IRCON - AFCON		3.02			-	
Others		5.68	63.39		35.40	53.06
Inter Corporate Deposits			28.50			28.50
Staff Loans and Advances		18.46			24.49	
Advances to Contractors and Suppliers		2,253.51			939.28	
Deposits with Government Departments		-			-	
Money with held by clients		824.17			725.08	
Sales Tax (including TDS)	2,003.55			1,208.84		
Less :- Deposited under protest	1,687.99)	315.56		(889.66)	319.18	
Value Added Tax		1,095.65			847.30	
Service Tax input credit		4.62			11.77	
Prepaid Expenses		52.89			54.02	
Others		54.24	4,619.10		38.18	2,959.30
C. Considered Doubtful						
Staff Loans & Advances		0.08			0.08	
Advances to Contractors and Suppliers		84.86			86.16	
Deposits with Government Departments		22.56			22.56	
Deposits and Retention Money		132.98			169.37	
Sales Tax (including TDS)		125.63			107.28	
		366.11			385.45	
Less:- Provision for doubtful advances		366.11	-		385.45	-
Total			**5,499.45**			**4,350.99**

Foot Notes :-

(i) Debts due by other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil)

Details of amount due from Directors:

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Amount due from directors included in staff loans and advances	**0.23**	0.30
	0.23	0.30

22 Restated Summary Statement of Other current assets

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
A) Interest Accrued on:			
Staff loans and advances (secured)		1.71	1.58

Bonds		86.35	34.15
Staff loans and advances (unsecured)		0.88	0.91
Loan to			
- Indian Railway Welfare Organisation		2.03	2.03
Deposits & Advances with:			
- Contractors, Suppliers & Others		555.60	6.36
- Deposit with banks		788.95	947.67
B) Construction Work in Progress (At realisable value)		3,300.95	3,026.55
C) Assets held for disposal	(i)	15.90	11.99
D) Amount Invested in UTI for purchase of units	(ii)	190.00	-
T O T A L		**4,942.37**	**4,031.24**

Foot Notes :-

(i) Fixed assets beyond economic repair and held for disposal (at lower of the realizable value and book value): -

(₹ in Millions)

Block of assets	As at 31st March 2014		As at 31st March 2013	
	Gross Block	**Net Block**	Gross Block	Net Block
Plant and Machinery	**199.16**	**15.90**	134.04	11.99
Vehicles	**0.37**	**-**	-	-
Total	**199.53**	**15.90**	134.04	11.99

(ii) An amount of ₹ 190.00 Millions (Rupees One hundred Ninety Millions only) was paid to UTI mutual Fund towards purchase of units on 31-03-2014. As 31-03-2014 and 01-04-2014 was considered to be Bank Holiday for transaction in UTI mutual fund, hence, units were allotted to the folio no:509270058623 only on 02-04-2014

(iii) Debts due by officers of the company, firms in which any director is a partner or private company in which any director is a member except JVs and Subsidiaries are Rs. Nil (Rs. Nil).

Details of amount due from Directors:

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Amount due from directors included in interest accrued on staff loans and advances	0.05	0.03
	0.05	0.03

23 Restated Summary Statement of Revenue from operations

(₹ in Millions)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Contract Revenue	38,432.17	42,470.36
MFC Leasing	4.86	-
Loco lease	414.89	356.02

Machinery hire charges		0.41		0.77
Other Operating Receipts		121.13		112.15
T O T A L		**38,973.46**		**42,939.30**

24 Restated Summary Statement of Other Income

(₹ in Millions)

Particulars	**For the year ended 31st March 2014**		**For the year ended 31st March 2013**	
Other Income		2,534		2,492
Net Profit Before Tax as Restated		10,974		10,900
Percentage		**23.09%**		**22.87%**
Source of Income				
Related and Recurring				
Interest on Tax Free Bonds		137.81		96.61
Bank Interest Gross	2,322.88		2,371.46	
Less:- Interest passed to clients	351.98	1,970.90	483.67	1,887.79
Interest on refund of income-tax		87.36		75.09
Interest on staff advances		3.55		4.15
Interest on other advances		41.01		41.13
Interest on Fixed Maturity Plan		30.45		-
Exchange Fluctuation Gain	70.50		338.95	
Less:- Exchange Fluctuation Loss	-	70.50	144.71	194.24
Dividend Income	40.46		30.45	
Less:-Dividend passed to clients	0.03	40.43	7.59	22.86
Profit on sale of assets		1.92		34.38
Miscellaneous		150.31		136.03
T O T A L		**2,534.24**		**2,492.28**

25 Restated Summary Statement of Operating expenses and administrative expenses

(₹ in Millions)

Particulars	**Foot Note**	**Operating expenses**				**Administrative expenses**	
		For the year ended 31st March 2014		**For the year ended 31st March 2013**		**For the year ended 31st March 2014**	**For the year ended 31st March 2013**
Materials and Stores consumed:							
Opening balance		382.83		677.47		-	-
Add: Purchases during the year		2,620.19		3,983.03		-	-
		3,003.02		4,660.50		-	-
Less: Closing Balance		393.19	2,609.83	382.83	4,277.67	-	-

Work expenses		21,447.02	23,525.13	-	-
(Increase) / Decrease in WIP		13.77	(193.72)	-	-
Design, Drawing, Business Development, Agency and Consultancy Charges		489.16	1,026.00	-	-
Inspection, Geo Technical Investigation and Survey expenses etc.		57.40	37.04	-	-
Repairs and maintenance of machinery		424.36	308.93	-	-
Hire charges of machinery		133.42	95.48	-	-
Exchange fluctuation loss				412.80	-
Less:- Exchange fluctuation gain				325.21	-
Net exchange fluctuation loss		-	-	87.59	-
Rent - Non-residential (Refer note 33 (II))		38.39	44.00	2.03	3.00
Rates and taxes		94.91	1,362.86	14.23	3.77
Vehicle operation and maintenance		117.13	142.05	8.18	8.24
Repairs and maintenance					
- Building		1.44	2.56	8.41	3.77
- Office and Others		35.42	32.21	20.51	32.25
Power, electricity and water charges		36.75	38.30	13.52	14.70
Insurance		71.64	101.71	0.97	1.77
Travelling and conveyance		94.35	99.75	19.56	15.54
Printing and stationery		18.16	19.60	6.89	9.91
Postage, telephone and telex		24.18	25.50	5.09	5.13
Legal and Professional charges		43.83	27.03	18.60	38.10
Security services		37.87	31.29	1.49	1.58
Business promotion		10.19	11.21	2.81	1.50
Write-off of :					
- Bad debts		405.36	0.96	-	-
- Bad advances		71.47	5.98	-	-
- Assets		0.10	0.03	-	-
Loss on sale of Assets/Stores		-	-	-	3.99
Amortization of premium paid on Investments		-	-	3.48	3.60
Director sitting fee		-	-	0.32	0.33
Donation		-	-	0.08	0.04
Auditors remuneration (i)	(i)	-	-	6.53	7.86
Advertisement and publicity		-	-	44.37	32.76
Training and Recruitment		-	-	4.89	5.96
Preliminary Expenses Written off		-	-	-	6.75
Research and Development expenses		-	-	9.60	24.24
Sustainable Development		-	-	-	9.00
Corporate social responsibility		-	-	84.14	95.31
Miscellaneous expenses		44.12	27.61	13.82	11.21
Corporate Overheads		-	-	-	-
Provisions (Addition - Write Back) (ii)	(ii)	1,400.18	1,019.61	-	-

Provisions / Reserves Utilised (ii)	(ii)	(612.63)	(319.18)	-	(98.36)
Total		**27,107.82**	**31,749.61**	**377.11**	**241.95**

Foot Notes :-			**(₹ in Millions)**
(i)	**Payment to Statutory Auditors:**	**2013-14**	2012-13
	(I) Audit Fee - current year	**3.28**	2.09
	(ii) Tax Audit Fees - current year	**0.78**	0.60
	(iii) Certification Fees	**0.53**	0.87
	(iv) Reimbursement of Expenses:		
	- Local	**1.41**	3.53
	- Foreign	**0.53**	0.77
	Total	**6.53**	7.86

(ii) Details given in Note – 28

26 Restated Summary Statement of Employee remuneration and benefits

(₹ in Millions)

Particulars	For the year ended 31st March 2014		For the year ended 31st March 2013	
	Operating	Administrative	Operating	Administrative
Salaries, wages and bonus (i) (Refer note 33(II))	1,461.33	267.85	1,199.06	332.25
Contribution to provident and other funds	67.00	27.66	62.13	25.64
Foreign service contribution	4.96	5.76	7.64	3.96
Retirement benefits	114.51	345.82	105.77	238.09
Staff welfare	21.54	4.78	22.49	4.48
Sub Total	**1,669.34**	**651.87**	**1,397.09**	**604.42**
Total	**2321.21**		**2001.51**	

(i) Includes income-tax on non-monetary perks **₹ 3.48 Millions (₹ 2.31 Millions).**

27 Restated Summary Statement of Finance Cost

(₹ in Millions)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Interest Expenses (i)	263.69	0.91
Other Borrowing Cost		
- Bank Guarantee & Other Charges	121.66	108.02
Total	**385.35**	**108.93**

(i) Includes interest on income-tax ₹ 263.46 Millions (₹ NIL).

28 A. Restated Summary Statement of Provisions (Net)

Particulars	Balance as on 1-4-2012			During the year 2012-13			Balance as on 31-3-2013		
	Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
Provided for :									
A Employees Related									
(i) Retirement Benefits									
Gratuity	467.66	28.67	496.33	77.51	-	35.17	**538.67**	506.05	32.62
Leave Salary	524.40	51.50	575.90	114.06	0.79	40.98	**648.19**	584.99	63.20
Settlement allowances on retirement	14.51	1.22	15.73	-	1.63	-	**14.10**	13.14	0.96
Post Retirement Medical Benefits	-	-	-	93.63	-	-	**93.63**	-	93.63
Pension	128.04	-	128.04	50.83	-	-	**178.87**	178.86	0.01
Total of Retirement Benefits (i)	1,134.61	81.39	1,216.00	336.03	2.42	76.15	1,473.46	1,283.04	190.42
(ii) Others									
Performance Related Pay	-	121.10	121.10	103.00	-	109.67	**114.43**	-	114.43
Leave Travel Concession	-	-	-	0.81	-	-	**0.81**	0.54	0.27
Total of Other Benefits (ii)	-	121.10	121.10	103.81	-	109.67	115.24	0.54	114.70
Total Employee Related Provisions (i+ii)	**1,134.61**	**202.49**	**1,337.10**	**439.84**	**2.42**	**185.82**	**1,588.70**	**1,283.58**	**305.12**
B Others									
Demobilisation	181.19	100.27	281.47	96.59	-	5.66	**372.40**	49.73	322.67
Maintenance	638.91	197.66	836.57	717.48	71.32	64.14	**1,418.59**	468.74	949.85
Future contingencies (Contracts)	42.86	132.12	174.99	68.14	36.12	134.52	**72.49**	-	72.49
Design Guarantee	1,833.45	-	1,833.45	385.13	-	-	**2,218.58**	2,218.57	0.01
Doubtful debts	-	363.11	363.11	37.13	183.15	0.95	**216.14**	-	216.14
Doubtful advances	479.01	257.30	736.32	227.08	120.95	0.70	**841.75**	456.30	385.45
Diminution in value of Investment	55.34	-	55.34	-	-	-	**55.34**	55.34	(0.00)
Corporate Social Responsibility	-	33.44	33.44	64.94	-	98.36	**0.02**	-	0.02
Liabilties(Legal cases)	-	597.79	597.79	59.79	6.66	5.76	**645.16**	-	645.16
Other expenses	389.08	413.94	803.03	68.35	250.09	107.45	513.84	257.19	256.65
Income-tax and Wealth tax	-	4,452.99	4,452.99	3,948.98	138.69	29.79	**8,233.49**	-	8,233.49
Dividend (Interim and Proposed)	-	643.37	643.37	1,484.70	-	1,138.27	**989.80**	-	989.80
Tax on Dividend (Interim and Proposed)	-	104.37	104.37	240.86	-	184.65	**160.58**	-	160.58
Total Other Provisions (B)	**3,619.85**	**7,296.38**	**10,916.23**	**7,399.17**	**806.98**	**1,770.25**	**15,738.17**	**3,505.87**	**12,232.30**
GRAND TOTAL (C = A+B)	**4,754.46**	**7,498.87**	**12,253.33**	**7,839.01**	**809.40**	**1,956.07**	**17,326.87**	**4,789.45**	**12,537.42**
D Less:- Considered Separately									
Doubtful debts considered in Note 19	-	363.11	363.11				**216.14**	-	216.14
Doubtful advances considered in Note 15,16 & 21	479.01	257.30	736.32				**841.75**	456.30	385.45

Particulars	Balance as on 1-4-2012			During the year 2012-13			Balance as on 31-3-2013		
	Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
Impairment of Investment considered in Note 13	55.34	-	55.34				**55.34**	55.34	(0.00)
Retirement Benefits considered in Note 26	-	-		336.03	2.42	76.15			
PRP & LTC included in Salaries, Wages and Benefits	-	-		103.81	-	109.67			
Income-tax adjusted / considered separately	-	-		3,948.98	138.69	29.79			
Dividend paid / considered separately	-	-		1,484.70	-	1,138.27			
Corporate-tax on Dividend paid / considered separately	-	-		240.86	-	184.65			
T O T A L (D)	**534.35**	**620.42**	**1,154.77**	**6,114.38**	**141.11**	**1,538.53**	**1,113.23**	**511.64**	**601.59**
Net: Current Year (C - D)	**4,220.11**	**6,878.45**	**11,098.56**	**1,724.63**	**668.29**	**417.54**	**16,213.64**	**4,277.81**	**11,935.83**

NOTE:

Net Provisions(Additions/Write Back) carried to Statement of Profit and Loss	1,019.61			
Retirement Benefits provisions considered in Note 26		257.46		
Performance Related Pay & LTC considered in Note 26 in Salary and Wages			(5.86)	
Provisions Utilized considered in Note 25				417.54

28 B. Restated Summary Statement of Provisions (Net)

Particulars	Balance as on 1-4-2013			During the year 2013-14			Balance as on 31-3-2014		
	Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
Provided for :									
A Employees Related									
(i) Retirement Benefits									
Gratuity	506.05	32.62	538.67	103.28	-	23.47	**618.48**	577.59	40.89
Leave Salary	584.99	63.20	648.19	247.29	5.12	84.47	**805.89**	735.38	70.51
Settlement allowances on retirement	13.14	0.96	14.10	-	1.18	0.04	**12.88**	12.01	0.87
Post Retirement Medical Benefits	-	93.63	93.63	81.36	-	-	**174.99**	-	174.99
Pension	178.86	0.01	178.87	57.27	-	-	**236.14**	-	236.14
Total of Retirement Benefits (i)	1,283.04	190.42	1,473.46	489.20	6.30	107.98	1,848.38	1,324.98	523.40
(ii) Others									
Performance Related Pay	-	114.43	114.43	112.20	-	2.42	**224.21**	-	224.21
Leave Travel Concession	0.54	0.27	0.81	0.78	-	0.17	**1.42**	1.25	0.17

	Total of Other Benefits (ii)	0.54	114.70	115.24	112.98	-	2.59	225.63	1.25	224.38
	Total Employee Related Provisions (i+ii)	**1,283.58**	**305.12**	**1,588.70**	**602.18**	**6.30**	**110.57**	**2,074.01**	**1,326.23**	**747.78**
B	**Others**									
	Demobilisation	49.73	322.67	372.40	136.58	4.31	25.34	**479.33**	240.13	239.20
	Maintenance	468.74	949.85	1,418.59	1,059.66	55.07	255.81	**2,167.37**	553.65	1,613.72
	Foreseeable Loss	-	72.49	72.49	89.67	-	60.97	**101.19**	-	101.19
	Design Guarantee	2,218.57	0.01	2,218.58	266.76	193.44	-	**2,291.90**	1,722.01	569.89
	Doubtful debts	-	216.14	216.14	1.36	36.81	1.55	**179.14**	-	179.14
	Doubtful advances	456.30	385.45	841.75	54.34	36.56	21.94	**837.59**	471.48	366.11
	Diminution in value of Investment	55.34	(0.00)	55.34	-	-	-	**55.34**	55.34	(0.00)
	Liabilities(Legal cases)	-	645.16	645.16	66.64	12.46	220.04	**479.30**	-	479.30
	Other expenses	257.19	256.65	513.84	281.53	258.48	26.98	**509.91**	229.39	280.52
	Income-tax and Wealth tax	-	8,233.49	8,233.49	3,985.50	143.67	3,299.50	**8,775.82**	-	8,775.82
	Dividend (Interim and Proposed)	-	989.80	989.80	1,821.23	-	1,999.40	**811.63**	-	811.63
	Tax on Dividend (Interim and Proposed)	-	160.58	160.58	317.16	-	339.80	**137.94**	-	137.94
	Total Other Provisions (B)	**3,505.87**	**12,232.30**	**15,738.17**	**8,080.43**	**740.80**	**6,251.33**	**16,826.47**	**3,272.00**	**13,554.47**
	GRAND TOTAL (C = A+B)	**4,789.45**	**12,537.42**	**17,326.87**	**8,682.61**	**747.10**	**6,361.90**	**18,900.48**	**4,598.23**	**14,302.25**
D	**Less:- Considered Separately**									
	Doubtful debts considered in Note 19	-	216.14	216.14				**179.14**	-	179.14
	Doubtful advances considered in Note 15,16 & 21	456.30	385.45	841.75				**837.59**	471.48	366.11
	Impairment of Investment considered in Note 13	55.34	(0.00)	55.34				**55.34**	55.34	(0.00)
	Retirement Benefits considered in Note 26				489.20	6.30	107.98			
	PRP & LTC included in Salaries, Wages and Benefits				112.98	-	2.59			
	Income-tax adjusted / considered separately				3,985.50	143.67	3,299.50			
	Dividend paid / considered separately				1,821.23	-	1,999.40			
	Corporate-tax on Dividend paid / considered separately				317.16	-	339.80			
	T O T A L (D)	**511.64**	**601.59**	**1,113.23**	**6,726.07**	**149.97**	**5,749.27**	**1,072.07**	**526.82**	**545.25**
	Net: Current Year (C - D)	**4,277.81**	**11,935.83**	**16,213.64**	**1,956.54**	**597.13**	**612.63**	**17,828.41**	**4,071.41**	**13,757.00**
	Previous Year	415.74	686.61	1,102.35	168.79	66.84	41.76	1,609.96	420.10	1,189.86

NOTE:

Net Provisions (Additions/Write Back) considered in Note 25	1,400.18
Provisions Utilized considered in Note 25	612.63
Retirement Benefits provisions considered in Note 26	374.92
Performance Related Pay & LTC considered in Note 26 in Salary and Wages	110.39

29. Contingent liabilities consist of:

(a) Claims against the Company not acknowledged as debt ₹ 12911.20 million (₹ 5973.00 million). Against this the Company has counter claims of ₹ 3030.60 million (₹ 2654.80 million). In case claims against the Company do materialise, claims for ₹ 4346.50 million (₹ 881.40 million) will be reimbursable from the clients. Interest on claims is not considered, being unascertainable.

(b) Few cases relating to employees/others are pending in the Courts against the Company in respect of which the liability is not ascertainable.

(c) Direct and Indirect disputed tax demands under appeal ₹ 3137.20 crore (₹ 1568.60 crore) of which ₹ 1072.70 (₹ 230.60 crore) are reimbursable from the clients.

(d) Demands of Provident Fund Commissioner, J & K for ₹ 17.50 million (₹ 17.50 million).

(e) Undertaking to Punjab National Bank against term loan to ISTPL to make good 50% of any shortfall in the dues, if any, in the event of termination of concession agreement, Company's obligation as on 31.03.2014 for 50% of balance amount of loan is ₹ 2221.50 million (₹ 2607.70 million).

(f) Proportionate share in corporate guarantee ₹ 15.40 million (₹ 15.40 million) submitted to Central Excise by MTG (JV) as a security bond for release of Pre-cast segment as per Central Excise & Salt Act, 1994 against the possible levy of central excise on pre cast segment.

(g) Pending disposal of application for extension of time by clients, company is contingently liable to pay liquidated damages to the extent of ₹ 443.30 million (NIL).

30. Commitments:

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances) is ₹ 407.60 million (₹ 169.50 million).

(b) Other Commitments:

Commitments to fund Joint Ventures/ associates:

I. To Chattisgarh East Railway Limited and Chattisgarh East-West Railway Limited towards its balance share of equity (26% each) for ₹ 25.80 million (₹ 26.00 million).

II. Undertaking to Punjab National Bank for non-disposal of 21% of present holding of company (1,34,12,700 shares of Rs 10 each) in ISTPL (Joint Venture), ₹ 134.10 million (₹ 134.10 million).

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

31. (a) Some of the balances shown under debtors, advances, creditors and material lying with third parties are subject to confirmation / reconciliation/ adjustment, if any. The Company has been sending letters for confirmation to parties included in the above.

(b) Sales tax (including TDS), Value added tax (VAT) and Income tax (including TDS) shown under advances are subject to confirmation/reconciliation/adjustment, if any.

(c) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

32. (a) Earnings in foreign currency:

(₹ in Million)

Particulars	**2013-14**	**2012-13**
WORK RECEIPTS & LOCO LEASE	20184.20	20503.90
Bank Interest	97.90	61.10
Other Interest	2.00	1.50
Foreign Exchange Fluctuation Gain (Net)	70.50	194.24
Others	21.80	29.90
TOTAL	**20376.40**	**20790.64**

(b) Expenditure in foreign currency:

(₹ in Million)

PARTICULARS	**2013-14**	**2012-13**
OPERATIONAL EXPENSES	9707.30	9820.70
Consultancy charges	401.60	932.60
Foreign Exchange Fluctuation Loss (Net)	87.59	-
Administrative & Other Expenses	1138.60	1004.60
TOTAL	**11335.09**	**11757.90**

(c) CIF value of Imports:

(₹ in Million)

PARTICULARS	2013-14	2012-13
Capital Goods	123.40	-
Materials	600.20	557.40
Consumables, Components and Spares	-	-
TOTAL	**723.60**	**557.40**

(d) Material & store consumed

(₹ in Million)

Particulars	2013-14		2012-13	
	Amt	%age	Amt	%age
Imported	600.20	23.00	557.40	13.03%
Indigenous	2009.63	77.00	3720.27	86.97%
TOTAL	**2609.83**	**100.00**	**4277.67**	**100.00**

33. Disclosure regarding Leases:

I. Operating leases for locomotives

a) The Company has provided 25 locomotives on lease to a foreign client as on 31.03.2014.

b) Future minimum lease rental payable / receivable under operating lease for each of the following period is as under:

(₹ in Million)

Lease Rent	Not later than 1 year	Later than 1 year to 5 years	Later than 5 years
Receivable	422.00 (252.00)	318.00 (2.60)	Nil (Nil)
Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)

c) Disclosure of depreciation on lease business assets including standby locomotives for the year:

(₹ in Million)

Particulars of assets	As on 31 March 2014	As on 31 March 2013
Gross carrying amount of assets	356.60	267.90
Accumulated depreciation	338.70	254.50

(₹ in Million)

Particulars	2013-14	2012-13
Depreciation for the year	11.60	18.70

II Operating lease for premises

The Company's leasing arrangements are in respect of operating leases of premises for residential use of employees, offices, guesthouses and transit camps. These leasing arrangements, which are not non-cancellable, are mostly for one year, and are usually renewable on mutually agreed terms. Employee remuneration and benefits (Note 26) include ₹ 65.20 million (₹ 55.50 million) towards lease payments, net of recoveries in respect of premises for residential use of employees. Lease payments in respect of premises for offices, guest houses and transit camps aggregate to ₹ 40.40 million (₹ 47.00 million) shown as rent in note 25.

III. Operating lease Multi-Functional Complexes:

(a) Company’s wholly owned subsidiary, Ircon Infrastructure & Services Ltd has sub leased 7 MFCs to various sub-lessees as on 31.03.2014.

(b) Future minimum lease rental payable / receivable under operating lease for each of the following period is as under:

(₹ in Million)

Lease Rent	Not later than 1 y ear	Later than 1 year to 5 years	Later than 5 years
Receivable	31.50 (Nil)	95.80 (Nil)	Nil (Nil)
Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)

(c) Disclosure of depreciation/amortisation in respect of leased MFCs for the year

(₹ in Million)

Particulars of assets	As on 31 March 2014	As on 31 March 2013
Gross carrying amount of assets	157.50	-

Accumulated depreciation	1.20	-

(₹ in Million)

Particulars	**2013-14**	**2012-13**
Depreciation for the year	1.20	-

34. Segment Reporting:
Primary Segment information (Geographic): **(₹ in million)**

Particulars	**INTERNATIONAL**		**DOMESTIC**		**TOTAL**	
	2013-14	2012-13	**2013-14**	2012-13	**2013-14**	2012-13
A. Turnover						
Revenue from Operations	**19829.40**	20469.90	**19144.06**	22469.40	**38973.46**	42939.30
Other Income	**185.00**	262.10	**2349.24**	2230.18	**2534.24**	2492.28
Total Revenue	**20014.40**	20732.00	**21493.30**	24699.58	**41507.70**	45431.58
B. Result						
Profit before Provision, Depreciation, Interest and Tax.	**9495.00**	9421.30	**3485.08**	2928.80	**12980.08**	12350.10
Less: Provision & write backs (Net)	**1344.30**	1062.50	**55.88**	(42.89)	**1400.18**	1019.61
Depreciation	**257.20**	336.20	**85.47**	93.56	**342.67**	429.76
Interest	**-**	-	**263.69**	0.91	**263.69**	0.91
PROFIT BEFORE TAX	**7893.50**	8022.60	**3080.04**	2877.22	**10973.54**	10899.82
MINORITY INTEREST IN (INCOME)/LOSSES	**-**	-	**(12.38)**	(5.23)	**(12.38)**	(5.23)
TAX EXPENSE	**2645.50**	2237.90	**845.86**	618.20	**3491.36**	2856.10

PROFIT AFTER TAX	**5248.00**	5784.80	**2221.80**	2264.25	**7469.80**	8048.95
C.OTHER INFORMATION						
Assets	**22703.90**	25295.20	**39430.75**	37093.88	**62134.65**	62389.08
Include Fixed Assets (Net Block)	**811.20**	711.10	**1833.90**	1769.32	**2645.10**	2480.42
Liabilities	**15408.50**	16714.90	**16563.32**	20854.22	**31971.82**	37569.12
Capital Expenditure: Additions to Fixed Assets	**199.10**	284.20	**542.39**	29.47	**741.49**	313.67

Secondary Segment information (Business):

(₹ in million)

Particulars	Operating Income		Segment Assets		Additions to Fixed Assets	
	2013-14	2012-13	2013-14	2012-13	2013-14	2012-13
Construction, etc.	**38548.40**	42579.30	**61098.30**	62029.20	**674.00**	293.10
Leasing operation	**425.06**	360.00	**1036.35**	359.88	**67.49**	20.57
Total	**38973.46**	42939.30	**62134.65**	62389.08	**741.49**	313.67

35. Disclosure in respect of Joint-Ventures (JV)

3. Unincorporated Joint-Ventures:

i) For projects in operation:

S. No.	Name of the JV	Partner(s) and Country of Origin	Participating Interest (in %) as on 31March	
			2014	2013

1	Ircon-RCS-PFLEIDERER	Ircon, India Rayalseema Concrete Sleepers Pvt. Ltd, India Pfleiderer Infrastrukturtecnik Gmbh & Co, Germany	65.08 21.87 13.05	65.08 21.87 13.05
2	IRCON-SPSCPL	Ircon, India SPSCPL, India	50.00 50.00	50.00 50.00
3.	IRCON-AFCONS	Ircon, India Afcons Infrastructure Ltd., India	53.00 47.00	- -

ii) For projects which have been completed:

S. No.	Name of the JV	Partner(s) and Country of Origin	Participating Interest (in %) as on 31st March	
			2014	2013
1	RICON	IRCON, INDIA RITES, India	49.00 51.00	49.00 51.00
2	RICON- CETA SARL	RICON,India CETA, Mozambique	49.00 51.00	49.00 51.00
3	Ircon-COBRA-ELIOP	Ircon, India COBRA, Spain ELIOP, Spain	61.22 34.35 4.43	61.22 34.35 4.43
4	Ircon- Sree Bhawani Builders	IRCON, INDIA Sree Bhawani Builders, India	24.21 75.79	24.21 75.79
5	Ircon-SMJ Project JV	Ircon, India Sumber Mitra Jaya, Indonesia	55.00 45.00	55.00 45.00
6	International Metro Civil Contractor. (IMCC)	DYWIDAG, GERMANY Larsen & Tubro Ltd., India SAMSUNG CORP., KOREA Shimizu Corp., Japan IRCON, INDIA	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
7	Metro Tunnelling Group (MTG)	DYWIDAG, GERMANY Larsen & Tubro Ltd., India SAMSUNG CORP., KOREA Shimizu Corp., Japan IRCON, INDIA	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
8	Ircon-GANNON Dunkerly	Ircon, India GANNON Dunkerly	55.70 44.30	55.70 44.30

4. Joint-Venture Companies:

S. No	Name of JV Company	Shareholders and country of origin	Percentage of Ownership	
			As at 31 March 2014	As at 31 March 2013
1	CCFB (Companhia Dos Caminhos De Ferro Da Beira SARL) Mozambique	Ircon, India RITES, India CFM, Mozambique	25.00 26.00 49.00	25.00 26.00 49.00
2	Ircon-Soma Tollway Private Limited. (ISTPL)	Ircon, India Soma Enterprise Limited, India	50.00 50.00	50.00 50.00
3	Chattisgarh East Railway Limited (CERL)	Ircon,India SECL,India GoCG	26.00 64.00 10.00	26.00 64.00 10.00
4	Chattisgarh East - West Railway Limited (CEWRL)	Ircon,India SECL,India GoCG	26.00 64.00 10.00	26.00 64.00 10.00

5. The company's share in respect of the assets, liabilities, income & expenditure, relating to its interests in the jointly controlled entities, incorporated in Consolidated Financial Statements are:

(₹ in Millions)

S.No	Particulars	2013-14	2012-13
1	**Non Current Assets**		
a)	Tangible assets	**0.60**	0.20
2	**Current Assets**		
a)	Inventories	**53.90**	-
b)	Trade receivables	**6.40**	8.90
c)	Cash and Bank balances	**272.70**	82.30
d)	Short-term loans and advances	**189.80**	197.70
e)	Other current assets	**1.90**	1.10
3.	**Non Current Liabilities**		
a)	Long term liabilities	**163.80**	-
4.	**Current Liabilities**		
a)	Trade payables	**82.60**	77.20
b)	Other current liabilities	**65.40**	12.20
c)	Short-term provisions	**32.20**	27.70
5.	**Income**	**88.10**	129.60
6.	**Expenditure**	**96.10**	115.90

36. RELATED PARTY DISCLOSURES:

d) Enterprises where control exists:

(v) Subsidiary Companies: -

- Ircon Infrastructure and Services Limited. (IrconISL)
- Indian Railway Station Development Corporation Limited. (IRSDC)

(vi) Joint Ventures: -

- Unincorporated Joint Ventures – As per Note no. 35 (a) above
- Joint Venture Companies – As per Note no. 35 (b) above.

e) Key management personnel:

Whole time Directors:-S/Shri S.K. Chaudhary, M.K.Singh, Deepak Sabhlok and Hitesh Khanna.
Directors (Official Government nominated):- S/Shri Rajiv Chaudhary, Sukhmal Chand Jain

Independent Directors:- S/Shri Avineesh Matta, Sanjay Kumar Singh, Ms. Vasudha V. Kamat
Company Secretary: - Smt. Iti Matta

Disclosure of transactions with related parties:

(₹ in million)

Particulars	TRANSACTIONS		OUTSTANDING AMOUNT	
	2013-14	**2012-13**	**As on 31-3-2014**	**As on 31-3-2013**
Remuneration to key management personnel (b above) & Sitting Fees to other Independent Directors	As per Note No. 36		-	4.40
Investment in Joint Ventures:				
ISTPL	-	-	638.70	638.70
CERL/CEWRL	0.26	-	0.26	-
Total	**0.26**	**-**	**638.96**	**638.70**
Loan to Joint Ventures:				
CCFB	-	(44.20)	888.20	888.20
Total	-	**(44.20)**	**888.20**	**888.20**
Advance Recoverable from Joint Ventures:				
CCFB	35.70	6.60	46.70	6.60

ISTPL	29.00	(1.50)	76.30	14.70
Total	64.70	5.10	123.00	21.30
Amount Payable to Joint Ventures:				
ISTPL	(23.50)	(38.00)	-	23.50
Total	**(23.50)**	**(38.00)**	**-**	**23.50**
Income from				
CCFB	-	-	-	1.90
ISTPL	-	18.00	-	6.90
Total	**-**	**18.00**	**-**	**8.80**

f) Disclosure in respect of direction under section 212(8) of the Companies Act, 1956 regarding wholly owned subsidiary Ircon Infrastructure & services Ltd. (IrconISL) & other subsidiary company Ircon Railway Stations Development Corporation Ltd. (IRSDC)

(₹ in Million)

Sr. No	**Particulars**	**2013-14**		**2012-13**	
		Ircon ISL	**IRSDC**	**Ircon ISL**	**IRSDC**
1.	Capital	400.00	400.00	400.00	200.00
2.	Reserves	121.90	14.60	45.30	(10.70)
3.	Total Assets	1246.50	433.60	998.70	199.60
4.	Total Liabilities	724.60	19.00	553.40	10.30
5.	Investments	-	-	-	-
6.	Turnover	319.90	32.70	128.20	8.60
7.	Profit Before tax	134.10	32.40	27.90	(10.70)
8.	Provision for tax	57.50	7.10	8.80	-
9.	Profit after tax	76.60	25.30	19.10	(10.70)
10.	Proposed Dividends	-	-	-	-

37. Details of remuneration to Directors:

(₹ in Million)

Sr.	**Particulars**	**2013-14**	**2012-13**

I	Salary & allowances	9.60	19.40
II	Contribution to provident fund	0.90	0.80
III	Superannuation including retirement benefits	1.00	0.30
IV	Reimbursement of medical expenses	0.30	0.40
V	Sitting fee	0.30	0.30
VI	Other benefits	2.60	2.20
	TOTAL	**14.70**	**23.40**

Recovery as applicable has been made from Directors who have been provided with Company accommodation and car.

38. The Company has carried out the assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realisable value and carrying cost during the year in terms of AS 28 “Impairment of Assets” notified by the Companies (Accounting standards) Rules, 2006. The impairment loss is ₹ Nil (₹ Nil).

39. The lease agreement for locomotives given on hire to a foreign client has been renew up to 31.12.2015. The renewal of agreement, however, remains always uncertain. In the event of such non-renewal, the left-over spares meant for maintenance of the locomotives will become redundant and fetch insignificant value as it may be too expensive to ship them back to India. Keeping in view sound accounting practices, cost of such spares is expensed in the year of purchase/receipt and this practice is being followed consistently.

40. (a) The Company has 25% equity stake in CCFB, a Joint Venture Company incorporated as per Mozambican laws in the year 2004 to execute a railway project awarded by the Government of Mozambique (GOM) on BOT basis and has paid USD 1.25 Mn (₹ 55.34 Million shown in Non current investments (Note 13)). The Company has provided shareholders’ loan to CCFB which together with accrued interest upto 31.03.2011 is USD 21.124 Mn (₹ 932.42 Million converted at exchange rate on 31.03.2011, against which a sum of USD 1 Mn (₹ 44.22 Million) was received from CCFB on 28.02.2013 and recasting adjustment of Rs. 106.20 Million (Rs. 197.34 Million) - leaving a balance of ₹ 1191.74 Million (₹ 1085.54 Million) shown in Long term loan and advances (Note 15 (B) and (C)) and ₹ 1.96 Million (₹ 1.94 Million)- shown in other non-current assets (Note 16(C))). An exchange gain of ₹ NIL (₹ 10.80 Million has been recognised during the year on realisation of USD 1 Mn. Although the project was complete, the GOM has terminated the concession on 9th November, 2011 and taken over the project on 8th December, 2011.

(b) CCFB considers this termination against the contract provisions & unlawful and has initiated arbitration proceedings against GOM. The Company believes that it shall be able to retrieve its entire investment through arbitration by CCFB, yet as a matter of abundant caution and following a conservative approach, pending outcome of the arbitration, a provision of ₹ 333.80 (₹355.70 Million) [₹ 297.70 (₹297.70 Million) towards loan & interest accrued thereon, ₹ 32.10 Million (₹ 32.10 Million)] towards possible capital expenditure by CCFB to make railway line operable and ₹ 55.34 Million (₹ 55.34 Million) towards equity investment reduced by interest after termination of ₹ 51.30 Million (₹29.40 Million)] (refer Note13,15 &16) was made towards share of possible loss. The loan amount including interest due has been stated at the exchange rate prevailing on 31.03.2011. Further, for the reasons stated above, interest on loans for the year amounting to ₹ 37.90 Million (₹42.80 Million), cumulative ₹ 85.90 Million (₹76.60 Million) has not been recognized.

41. The Company in its income tax returns has been claiming deduction under Section-80 IA of the Income Tax Act, 1961, in respect of eligible construction projects since assessment year 2000-01. The deduction has been disallowed by the Assessing Officer in all the assessment years. However, the CIT (A) has allowed our claim for the assessment year 2004-05, 2005-06 and 2007-08, but the income tax department has moved to the Tribunal against the order of CIT (A). Accordingly, provision for income tax is being made without considering the deduction under Section 80IA. The amount of deduction under section 80IA up to assessment year 2013-14 is Rs. 7997.90 million (Rs.7005.30 million). The tax impact of 80IA deduction from AY 2000-01to AY 2013-14 is Rs. 2729.20 million. Out of this amount of Rs. 2729.20 millions, Rs 1542.10 million has been adjusted by way of payment of tax and balance of Rs. 1187.10 million is included in provision for Income tax as on 31.03.2014. The matter is pending before the Tribunal.

42. Disclosure under AS-15, Employee benefits

Provident Fund

The Company pays fixed contribution of Provident Fund at a pre-determined rate to a separate trust, which invests the funds in permitted securities. The trust is required to pay a minimum rate of interest on contribution to the members of the trust. The amount available in the fund including the returns on investment is greater than the obligation of the company.

Gratuity

The liability towards gratuity as per rules of the Company is recognised on the basis of actuarial valuation.

Post-Retirement Medical Facility (PRMF)

The Company had established an irrevocable trust by initial one-time contribution of ₹ 12 million during the year 2000-01 for providing annuity, medical and other benefits to the spouse of employees who die in harness as also the medical benefits to the employees (and spouse) who superannuate from the Company. IRCON Medical Trust has a combined fund of ₹ 318.30 million as on 31.03.2014 (₹ 305.70 million). This being a voluntary welfare measure, the Company is not liable for providing such benefits to its employees. However, company has also kept provision of ₹ 175.00 million (₹ 93.60 million) based on actuarial valuation.

Leave Encashment

The liability towards encashment of leave as per rules of the Company is recognised on the basis of actuarial valuation except for employees posted in foreign projects. Since the foreign assignments are treated as dies - non, liability for those employees is provided in the books on accrual basis as the amount is payable to employee on repatriation.

Other Retirement Benefits

Other retirement benefits include settlement at home-town or to the place where he or his family intends to settle in India including Baggage Allowance. The liability on this account is recognized on the basis of actuarial valuation.

The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet is as under-

vi) Changes in the present value of obligations

(₹ in million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Present Value of Obligation as at beginning of the period	538.70 (496.3)	613.40 (556.1)	0.80 (-)	14.10 (15.70)
Interest Cost	40.40 (37.20)	46.00 (41.70)	0.10 (-)	1.10 (1.20)
Current Service Cost	31.60 (29.00)	47.20 (50.90)	- (-)	0.60 (0.70)
Past Service Cost	- (-)	- (-)	- (-)	- (-)
Benefit Paid	(23.50) ((35.10))	(71.60) ((35.60))	(0.20) (-)	- (-)
Actuarial (gain)/loss on obligation	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Present Value of Obligation as at the end of the period	618.50 (538.7)	769.50 (613.4)	1.40 (0.80)	12.90 (14.10)

* Except employees posted on Foreign Projects.

vii) Changes in the fair value of plan assets

(₹ in million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Fair Value of plan assets as at beginning of the period	- (-)	- (-)	- (-)	- (-)
Expected return on Plan Assets	- (-)	- (-)	- (-)	- (-)
Contributions	- (-)	- (-)	- (-)	- (-)

Benefit Paid	- (-)	- (-)	- (-)	- (-)
Actuarial (gain)/loss on Plan Assets	- (-)	- (-)	- (-)	- (-)
Fair Value of Plan Assets as at the end of the period	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

viii) Fair Value of plan assets

(₹ in million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Fair value of Plan Asset at the beginning of period	- (-)	- (-)	- (-)	- (-)
Actual return on Plan Assets	- (-)	- (-)	- (-)	- (-)
Benefits paid	- (-)	- (-)	- (-)	- (-)
Fair value of Plan Assets at the end of period	- (-)	- (-)	- (-)	- (-)
Funded Status	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))
Excess of actual over expected return on plan assets	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

ix) Actuarial gain/loss recognised for the period

(₹ in million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits

Actuarial gain/(loss) for the period- Obligation	(31.20) ((11.30))	(134.50) ((0.40))	(0.70) -	2.80 (3.50)
Actuarial gain/(loss) for the period- Plan Assets	- (-)	- (-)	- (-)	- (-)
Total (gain)/loss for the period	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Actuarial (gain)/loss recognised in the period	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))

* Except employees posted on Foreign Projects.

v) Amount recognised in balance sheet **(₹ in million)**

	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
Present Value of Obligation as at the end of the period	618.50 (538.7)	769.50 (613.4)	(1.40) (0.80)	(12.90) (14.10)
Fair Value of Plan Assets as at the end of the period	- (-)	- (-)	- (-)	- (-)
Funded Status	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))
Excess of actual over estimated	- ((-))	-	- (-)	-
Net liability recognised in the balance sheet	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))

* Except employees posted on Foreign Projects.

vi) Expenses recognised in statement of profit & loss **(₹ in million)**

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Current Service Cost	31.60 (29.00)	47.20 (50.90)	- (-)	0.60 (0.70)
Past Service Cost	- (-)	- (-)	0.10 (-)	- (-)
Interest Cost	40.40 (37.20)	46.00 (41.70)	- (-)	1.10 (1.20)
Expected return on plan assets	- (-)	- (-)	- (-)	- (-)
Net actuarial (gain)/ loss recognised in the year	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Expenses recognised in the statement of profit & loss	103.30 (77.50)	227.70 (93.00)	0.80 (-)	(1.20) ((1.60)

* Except employees posted on Foreign Projects.

vii) Amount for the current period **(₹ in million)**

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Present Value of Obligation	618.50 (538.7)	769.50 (613.4)	1.40 (0.80)	12.90 (14.10)
Plan Assets	- (-)	- (-)	- (-)	- (-)
Surplus (Deficit)	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.80) ((14.10))

Experience adjustments on plan liabilities -(Loss)/ Gain	(31.20) ((11.30))	(134.50) ((0.40))	(0.70) (-)	2.80 (3.50)
Experience adjustments on plan assets -(Loss)/ Gain	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

viii) Actuarial Assumptions

f.	Method used	Projected Unit Credit Method
g.	Discount rate	8%
h.	Rate of increase in compensation levels	8%
i.	Average outstanding service of employees up to retirement	12.96 years
j.	Estimated term of benefit obligations	12.96 years

43. Disclosure in respect of contracts in progress*

(₹ in Million)

	Details	**Up to 31 March 2014**	**Up to 31 March 2013**
(a)	Aggregate amount of costs incurred and recognized profits (less recognized losses)	1,81,458.90	1,67,884.90
		As on 31 March 2014	**As on 31 March 2012**
(b)	Amount of advances received from client	3,148.90	11,419.90
(c)	Amount of retentions (by client)	1,063.20	1,443.20

* excluding projects completed up to 31.03.2014

44. i) The Company has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on this information, there are no amounts due to Micro, Small and Medium Enterprises as at 31 March 2014 & 31 March 2013.

ii) The Company has not received any information from any of its suppliers of their being a small scale industrial unit. Based on this information, amounts due to small-scale industrial undertaking, which are outstanding for more than 30 days as on 31st March 2014 is ₹ Nil (as at 31 March 2013 is ₹ Nil).

45. Basic earnings per share are computed by dividing net profit after tax ₹ 7469.80 million (₹ 8048.95 million) by 197,96,000 (197,96,000) fully paid up equity shares of ₹ 10 each. Diluted Earnings per share is not applicable, as there is no dilution involved.

46. Company is executing a Broad Gauge Rail Link Project called USBRL in the state of Jammu& Kashmir on Cost Plus Basis. Northern Railways, the client, has raised certain queries on admissibility of certain expenditure incurred by the company/contract addition payable on the cost incurred & certain observations on the quality of work done on the project which has also been suitably replied to. The company doesn't expect any liability on this account. However, adjustment, if any, arising out of these issues will be made as and when required.

As per our Report of even date attached

For and on behalf of the Board of Directors

ForK.G.Somani&Co.

Chartered Accountants
FRN: 006591N

M.K. Singh
Director Finance
DIN– 06607392

S.K. Chaudhary
Chairman & Managing Director
DIN -00515672

Ashish Kumar Batta
Partner
M. No. 095597

Ritu Arora
Company Secretary

Place: New Delhi
Date: March 30, 2018

ANNEXURE-V A

Note: Material Adjustment to the Restated Consolidated Financial Statement

1. Material Regrouping

Appropriate adjustments have been made in the Restated Consolidated Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Consolidated Financial Statements for the respective years and its impact on the profit / (loss) of the Company is as follows:

RESTATED CONSOLIDATED STATEMENT OF MATERIAL ADJUSTMENT

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
(A) Net Profits as per audited financial statements (A)	9,131.26	7,217.01
Add/(Less) Adjustments on account of:		
i) Auditor qualifications impact provided to the financial Statements:		
a. Exchange rate difference since the company has been carrying balances at exchange rates prevalent at the time of settlement of dues in 1995 with Govt. of India to make it in conformity with AS-11.(Iraq Dues)	(85.61)	15.80
b. Exchange rates difference arising since the company has carrying balances at exchange rates prevalent as on 31st March 2011 instead of Balance Sheet date.(CCFB)	70.50	44.60
ii). Prior Period Adjustments	(1,646.35)	771.54
Total Adjustments (B)	**(1,661.46)**	**831.94**
Restated Profit/Loss (A+B+C)	**7,469.80**	**8,048.95**

Note: Material adjustments pertaining to Previous Years

i). Auditor's Qualification Adjustments

a. The statutory auditor of the company has qualified his opinion on the ground that the company has been carrying balances at exchange rates prevalent at the time of settlement of dues in 1995 with Govt. of India and the same is not in confirmity with AS-11 leading to profit before tax reduced by Rs.15.80 Millions of F.Y 2012-13. The recasted financial Statements of FY 2012-13 have been adjusted to such extent.

b. The company has been carrying balances at exchange rates prevalent as on 31st March 2011 of shareholder's loan and interest accrued on 31st March 2011 of shareholder's loan and interest accrued thereon from Join t Venture company and not translating at rates prevalent as on balance Sheet date leading to profit before tax reduced by FY 2012-13 - Rs. 44.60 Millions & FY 2013-14 - Rs. 70.50 Millions. The recasted Financial Statements of FY 2012-13 & 2013-14 have been adjusted to such extent.

ii). Prior Period Adjustments

Prior Period Expenses/ Income has been reversed from the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains.

ANNEXURE –VIA RESTATED CONSOLIDATED STATEMENT OF ACCOUNTING RATIOS

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Restated PAT as per P& L Account (Rs. in Millions)	7,469.80	8,048.95
Weighted Average Number of Equity Shares at the end of the year	19.80	19.80
Net Worth (Rs. In millions)	30,145.67	24,790.92
Earnings Per Share		
Basic (In Rupees)	377.34	406.60
Diluted (In Rupees)	377.34	406.60
Return on Net Worth(%)	24.78%	32.47%
Net Asset Value Per share (Rs)	1,522.82	1,252.32
Nominal Value per Equity share (Rs.)	10.00	10.00

Notes :

The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the six months/year

(c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the six months/year/ Total Number of Equity Shares outstanding during the six months/year.

Notes

Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the six months/year adjusted by the number of equity shares issued during the six months/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the six months/year.

Notes

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended

Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss but excluding CSR Reserve)

Notes

The figures disclosed above are based on the Restated Consolidated Financial Statements of the Company.

ANNEXURE- VIIA RESTATED CONSOLIDATED STATEMENT OF TAX SHELTERS

(₹ in Millions)

S.No	Particulars	As At March 31,2014	As At March 31,2013
	Notional Tax Rate(A)	0.34	0.32
	Profit before Tax -as Restated	10,995.95	10,978.94
	Tax as per National tax rate	3,737.52	3,562.12
	Adjustments		

	Tax impact of Permanent Differences due to:-		
	Exempt income	(60.60)	(41.20)
	Non taxable items	(9.38)	(4.45)
	Expenses allowed/disallowed	94.83	25.30
	Other country tax	374.08	439.70
	Other	-	-
	Total Tax impact of Permanent Differences (D)	398.93	419.35
	Tax impact on Temporary Difference due to:-		
	Differences between balance and tax balance of fixed assets	12.08	45.87
	Provisions	432.65	276.89
	Other	(98.89)	50.86
	Total tax impact of Timing Differences	345.84	373.62
	Adjusted Tax Liability (C+F)	744.77	792.97
	less:-Relief u/s 91	(1,505.91)	(1,053.40)
	Adjusted Tax Liability	**2,976.38**	**3,301.69**

ANNEXURE-VIII A RESTATED CONSOLIDATED STATEMENT OF DIVIDEND

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Number of Equity shares outstanding	19.80	19.80
Equity Share Capital	197.96	197.96
Dividend on Equity Shares		
Dividend (Including DDT)	1,150.38	747.74
Rate of Dividend(%)	581.12%	377.72%
Dividend Per Equity Shares	58.11	37.77
Interim Dividend(In millions)	1,181.18	575.19
Rate of Dividend(%)	596.68%	290.56%
Dividend Per Equity Shares	59.67	29.06

* Refers to dividend actually paid during the respective years

ANNEXURE-IX A Restated Statement of Capitalisation

(₹in Millions)

S.No	Particular	Pre-Offer for the year ended March 31, 2017	Adjusted for Post-Offer
	Debt	-	-
A	**Shareholders' funds**		
-	Share Capital		
-	Reserves & Surplus		
	Total Shareholder's funds	-	-
	Debt/Equity Ratio	-	-

ANNEXURE-X A RESTATED CONSOLIDATED TURNOVER STATEMENT

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Revenue from Services	38,973	42,939
	38,973	**42,939**
Turnover of Services not normally dealt by the company	-	-
Turnover of Services normally dealt by the company	38,973	42,939
	38,973	**42,939**

INDEPENDENT AUDITOR'S REPORT ON RESTATED STANDALONE FINANCIAL STATEMENTS

To
The Board of Directors
Ircon International Limited.
C-4, District Centre, Saket
New Delhi-110017

Dear Sirs,

1) We have examined the attached Restated Standalone Financial Information of **Ircon International Limited** (the company), which comprise of the Restated Summary Statement of Assets and Liabilities as at December 31st, 2017 and as at March 31st 2017,2016, 2015, 2014 and 2013, the Restated Summary Statement of Profit and Loss and the Restated Summary Statement of Cash Flows for nine months period ended December 31st 2017 and each of the years ended March31, 2017, 2016, 2015, 2014 and 2013 and the Summary of Significant Accounting Policies as approved by the Board of Directors of the Company prepared in terms of the requirements of :

d) Section 26 of Part I of Chapter III of the Companies Act, 2013 ("the Act") read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014("the Rules"); and

e) The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 as amended from time to time in pursuance of provisions of Securities and Exchange Board of India Act, 1992 ("ICDR Regulations")

f) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by the Institute of Chartered Accountants of India as amended from time to time (the "Guidance Note").

Management's Responsibility for the Restated Standalone Summary Statements

2. The preparation of the Restated Standalone Financial information including the interim Financial information mentioned in paragraph 4 & 5 below is the responsibility of the Management of the Company for the purpose set out in paragraph 10 below. The Management's responsibility includes designing, implementing and maintaining adequate internal control relevant to the preparation and presentation of the Restated Standalone Financial Information. The Management is also responsible for identifying and ensuring that the Company complies with the Rules and ICDR Regulations and guidance notes.

Auditor's Responsibilities

3) We have examined such Restated Standalone Financial Information taking into consideration:

c) The terms of reference and terms of our engagement agreed upon with you in accordance with our engagement letter dated 11th August 2017 in connection with the proposed issue of equity shares of the Company; and

d) The Guidance Note on Reports in Company Prospectuses (Revised 2016) issued by ICAI to the extent applicable ("The Guidance Note").

Restated Standalone Summary as per audited financial statements:

4) These Restated Standalone Financial Information have been compiled by the management from:

- the audited Standalone Financial Statements of the Company for the nine month period ended 31st December 2017 and as at 31st March 2017 which include the comparative Ind AS Standalone Financial Statements for the year ended as at 31st March 2016, prepared in accordance with the Indian Accounting Standards ("Ind-AS") notified under the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016 which have been approved by the Board of directors on March 20, 2018 & 21st September, 2017 respectively.

- the audited standalone financial statements of the Company as at and for the year ended 31st March 2016, prepared in accordance with the accounting standards notified under the section 133 of the Companies Act, 2013, ("Indian GAAP") which have been approved by the Board of Directors on 2nd September, 2016.

- the audited Standalone Financial Statements of the Company as at and for the years ended 31st March 2014 and 2013 respectively, prepared in accordance with Indian GAAP which have been approved by the Board of directors on 1st August, 2014 & 26th July, 2013.

- the Restated Standalone Financial Statements also contains the proforma Ind AS Standalone Financial Statements as at and for the year ended 31st March 2015. These proforma Ind AS Standalone Financial Statements have been prepared by making Ind AS adjustments to the audited Indian GAAP Standalone Financial Statements as at and for the year ended 31st March 2015, which have been approved by the Board of directors on March 20, 2018.

- Audit for the Financial years ended 31st March 2016 was conducted by previous auditors, **V.K. Dhingra & Co.**, Financial year ended 31st, March 2015 was conducted by previous auditors , **Vinod Kumar & Associates and T.R Chadha & Co.(Joint Auditors),**Financial year ended 31st March 2014was conducted by previous auditors **Vinod Kumar & Associates,** Financial year ended 31st March 2013was conducted by previous auditors**, Wahi & Gupta** and accordingly reliance has been placed on the Financial information examined by them for the said years as mentioned above. The Financial report included for these years, i.e., 2015-16, 2014-15, 2013-14 & 2012-13 are based solely on the report submitted by **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha& Co., Vinod Kumar & Associates and Wahi & Gupta** and examined by us that the restated Standalone Financial information:

i. have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective Financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods except as disclosed in **Para no. E (a)(i) of Annexure A.**

ii. have been made after incorporating adjustments for the material amounts in the respective Financial years to which they relate;

iii. do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information;

iv. auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are Quantifiable has been adjusted in the respective years;

v. auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable but has not been adjusted in the respective years has been disclosed in **Para C (a)(ii) &D (a)(ii) of Annexure A**; and

vi. auditor's qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are not quantifiable has been disclosed in **Para A, B, C & D(a)(i) & (b) of Annexure A.**

5) (a) We have also examined the Financial information of the Company for the period 01.04.2017 to 31.12.2017 prepared and approved by the Board of Directors for the purpose of disclosure in the offer document of the Company.

Based on the above, we report that in our opinion and according to the information and explanations given to us, the above interim Financial information are in accordance with the accounting principles generally accepted in India, including the Accounting Standards prescribed under section 133 of the Act, as applicable and the interim Financial information are presented with the Restated Standalone Financial Information appropriately.

(b) We did not examine the Financial information of the Foreign branch namely South Africa, Sri Lanka, Malaysia, Algeria, Bangladesh included in the financial information of the company for the period 01.04.2017 to 31.12.2017. These Financial informations have been examined by the respective Foreign branch auditors and furnished to us so far it relates to the amounts included in the Financial information of the Company for the period 01.04.2017 to 31.12.2017.

(c) Our Examination Report includes Other Matter for the period ended December 31 2017 which does not have any impact on the financial information has been disclosed in **Para E (a)(i) of Annexure A.**

(d) Our Examination Report includes Emphasis of Matter for the period ended December 31 2017 which is quantifiable but has not been adjusted in period ended on December 31, 2017, has been disclosed in Para **E (b)(i)** of Annexure A.

6) In accordance with the requirements of Section 26 of Part I of Chapter III of the Act read with, Rules 4 to 6 of Companies(Prospectus and Allotment of Securities) Rules, 2014, the ICDR Regulations and the Guidance Note, we report that:

e) The Restated Standalone Summary Statement of Assets and Liabilities of the Company, including as at **March 31, 2016, 2015, 2014, 2013** examined by us and reported upon by **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi & Gupta respectively** on which reliance has been placed by us, and as at 31st December 2017 & 31st March 2017 examined by us as set out in **Annexure I** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI–Material Adjustments to the Restated Standalone Audited Financial Statements.**

f) The Restated Standalone Summary Statement of Profit and Loss of the Company, including for the period ended **March 31, 2016, 2015, 2014& 2013** examined by us and reported upon by **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi & Gupta respectively** on which reliance has been placed by us, and also contains for the nine months ended 31stDecember 2017 and for the period ended 31stMarch 2017 examined by us as set out in **Annexure II** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI – Material Adjustments to the Restated Standalone Audited Financial Statements.**

g) The Restated Summary Statement of Cash Flows of the Company, including for the period ended **March 31, 2016, 2015, 2014 & 2013** examined by us and reported upon by **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha & Co.(Joint auditors), Vinod Kumar & Associates and Wahi& Gupta respectively** on which reliance has been placed by us, and also contains for the nine months ended 31stDecember 2017 and for the period ended March 2017 examined by us as set out in **Annexure III** to this report, have been arrived at after making adjustments and regrouping/reclassifications as in our opinion were appropriate and more fully described in **Annexure VA/VI– Material Adjustments to the Restated Standalone Audited Financial Statements.**

h) Based on the above and according to the information and explanations given to us, and also as per the reliance placed on the reports submitted by the previous auditors **V.K. Dhingra& Co., Vinod Kumar & Associates and T.R Chadha &Co.(Joint auditors), Vinod Kumar & Associates and Wahi& Gupta** for the respective years, we further report that the Restated Standalone Financial Information:

i) have been made after incorporating adjustments for the changes in accounting policies retrospectively in respective Financial years to reflect the same accounting treatment as per changed accounting policy for all the reporting periods except as disclosed in **Para no. E(a)(i) of Annexure A**;

ii) have been made after incorporating adjustments for the material amounts in the respective Financial years to which they relate;

iii) do not contain any extra-ordinary items that need to be disclosed separately other than those presented in the Restated Standalone Financial Information;

iv) The auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable has been adjusted in the respective years;

v) The auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are quantifiable but has not been adjusted in the respective years has been disclosed in **Para C(a)(ii) & D (a)(ii) of Annexure A**; and

vi) The auditor's Qualification/Emphasis of matter included in the auditor's report for the period ended March 31st 2017, 2016, 2015, 2014 & 2013 which are not quantifiable has been disclosed in **Para A, B, C & D(a)(i) of Annexure A.**

7) We have also examined the following restated Standalone Financial information of the Company set out in the Annexures prepared by the management and approved by the Board of Directors on March 20, 2018 for the nine months ended December 31, 2017 and for the years ended March 31, 2017, 2016, 2015, 2014 & 2013. In respect of the years ended **March 31, 2016, 2015, 2014 and 2013** these information have been included based upon the reports submitted by previous auditors **V.K. Dhingra & Co., Vinod Kumar & Associates and T.R Chadha & Co. (Joint auditors), Vinod Kumar & Associates, Wahi & Gupta** and relied upon by us:

For FY 2012-13 & 2013-14

(a) Annexure I A – Restated Summary of Assets and Liabilities

(b) Annexure II A- Restated Summary of Statement of Profit and Loss

(c) Annexure III A–Restated Cash Flow Statement

(d) Annexure IV A- Significant Accounting Policies

(e) Annexure V A- Material Adjustment to the Restated Standalone Financial Statement

(f) Annexure VI A- Restated Standalone Statement of Accounting Ratios

(g) Annexure VII A–Restated Standalone Statement of Tax Shelters

(h) Annexure VIII A- Restated Standalone Statement of Dividend Paid

(i) Annexure IX A- Restated Standalone Statement of Capitalisation

(j) Annexure X A- Restated Standalone Statement of Turnover

For FY 2014-15, 2015-16, 2016-17 & Period ended 31.12.2017

(a) Annexure I – Restated Summary of Assets and Liabilities

(b) Annexure II- Restated Summary of Statement of Profit and Loss

(c) Annexure III –Restated Cash Flow Statement

(d) Annexure IV- Statement of Changes in Equity

(e) Annexure V- Significant Accounting Policies

(f) Annexure VI- Material Adjustment to the Restated Standalone Financial Statement

(g) Annexure VII- Restated Standalone Statement of Accounting Ratios

(h) Annexure VIII –Restated Standalone Statement of Tax Shelters

(i) Annexure IX - Restated Standalone Statement of Dividend Paid

(j) Annexure X– Restated Standalone Statement of Capitalisation

(k) Annexure XI- Restated Standalone Statement of Turnover

(l) Annexure XII- Equity Reconciliation (Proforma)

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors **V.K. Dhingra & Co**., **Vinod Kumar & Associates and T.R Chadha & Co. (Joint Auditors), Vinod Kumar & Associates, Wahi& Gupta**, in our opinion, the Restated Standalone Financial Information and the above restated Financial information contained in **Annexures IA to XA/Annexure I to XII** accompanying this report, read with Summary of Significant Accounting Policies disclosed in **Annexure IVA/V**, are prepared after making adjustments and regroupings as considered appropriate and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules, 2014, ICDR Regulations and the Guidance Note.

According to the information and explanations given to us and also as per the reliance placed on the reports submitted by the previous auditors **Vinod Kumar & Associates and T.R Chadha & Co.(Joint Auditors) for the FY 2014-15,** in our opinion, the Proforma Financial Information of the Company as at **March 31, 2015** read with Summary of Significant Accounting Policies disclosed in **Annexure V**, are prepared after making proforma adjustments as mentioned in **Annexure no. XII** and have been prepared in accordance with Section 26 of Part I of Chapter III of the Companies Act, 2013 read with Rules 4 to 6 of Companies (Prospectus and Allotment of Securities) Rules,2014, ICDR Regulations and the Guidance Note.

8) This report should not in any way be construed as a reissuance or re-dating of any of the previous audit reports issued by us, nor should this report be construed as a new opinion on any of the Financial Statements referred to herein.

9) We have no responsibility to update our report for events and circumstances occurring after the date of the report.

10) Our report is intended solely for use of the management for inclusion in the offer document to be filed with Securities and Exchange Board of India (relevant stock exchanges) and Registrar of Companies, Delhi in connection with the proposed offer for sale of equity shares of the Company by Government of India. Our report should not be used, referred to or distributed for any other purpose except with our prior consent in writing.

11) There are qualifications & Emphasis of Matter paragraph in the previous auditor's reports and in Our Examination Report for the period ended on December 31, 2017 as included in **Annexure A** to this report which is to be read with Significant Accounting Policies and Significant Notes to Accounts. These qualifications & Emphasis of Matter do not have any quantifiable impact on the restated summary statements except an amount of Rs. 38.9 million, 38 million & 20.40 million which has quantifiable impact (cumulative) on the Profit & Loss for the period ended on December 31st 2017, year ended on March 31st2017and year ended on March 31st 2016, respectively has not been adjusted. Due to the aforesaid non-adjustment, the restated profit of the company for the period ended on December 31st 2017, year ended on March 31st 2017 and year ended on March 31st 2016 is overstated by Rs. 38.9 million, 38 million & 20.40 million respectively **(Refer Para C(a)(ii) & D(a)(ii) and E(b)(i) of Annexure A).**

For K.G. Somani & Co.
Chartered Accountants
Firm Registration Number: 006591N

Ashish Kumar Batta
(Partner)
Membership No.:095597

Place of Signature:
Date: March 20, 2018

Annexure A

Detail of Qualification and Emphasis of matter paragraph disclosed in the Audit Reports for the FY 2012-2013 to 2016-2017 & nine month ended December 31st, 2017:

C) Standalone Financial statements for the FY 2013-14

a) Based on Independent Auditor's Report:

Emphasis of Matter

Design, Drawing, Business Development, agency and consultancy charges (Note No. 24) and Consultancy Charges (Note 32 (b) Expenditure in Foreign Currency), include expenses debited to the profit & loss account Rs. 379.1 million (previous year Rs. 831.6 million) paid as commission to the Foreign Agencies appointed by the Company to secure orders and provide other professional services for foreign projects. This has been a continuous practice by the Company. The internal control and documentation in respect of process of selection of the Commission Agent, documentation in respect of their KYC, Due Diligence and the evidence about the services received by the Company, are not commensurate with the size and volume of business of the Company. The matter has been brought to the notice of the Audit Committee and the top management. The Board of Directors has recently confirmed the delegation of power in this regard in favor of CMD. The Company has initiated steps to strengthen the policies, procedures and documentation in this regard, in pursuance to our observations.

B) Standalone Financial statements for the FY 2014-15

a) Based on Independent Auditor's Report:

Qualified Opinion

An amount of Rs. 127.4 Million, in the nature of commission has been debited to the statement of profit and loss for the year ended 31st March, 2015 (previous year Rs. 379.1 Million, as included in "Operating and administrative expenses" in Note No. 24 as "Design, Drawing, Business Development, Agency and Consultancy Charges" in respect of projects in two countries. The total amount so far debited to the statement of profit and loss, in this regard, since inception of these projects, has been Rs. 4224.3 Million. The said amount is paid/ to be paid towards commission to the Foreign Agents appointed by the Company, to secure orders and provide other services for foreign projects, being implemented in these countries for the respective Government/ Government Agencies.

The foreign commission agents are registered in Singapore (for Project in one country) and Hong Kong (for Project in another country). The company did not obtain any financial statements, tax returns, profile of the agent, details of their experience, standing and track record at the time of appointment of the foreign agents. The appointment of and payments to foreign agents was not approved by the Audit Committee or by the Board of directors. We are not satisfied regarding the process followed for selection and appointment of the commission agents, documents in respect of their real identity, standing, expertise and experience of the agents. No evidence or document has been provided to us in respect of legal compliances in respect of these payments. We are also not satisfied about the genuineness of services received by the company from foreign agents, in the absence of any satisfactory evidence or communication in respect of actual services rendered.

Emphasis of Matters

i) We draw attention to **Note No. 31** to the financial statements regarding admissibility of certain expenditures amounting to Rs. 10992.5 million in executing a Broad-Gauge Rail Link Project called "Udhampur-Srinagar-Baramulla Rail Link Project" (USBRL) in the state of Jammu & Kashmir by the Client, Northern Railways. The Company has suitably replied to the matter and does not expect any liability on this account.

ii) We draw attention to **Note No. 33** to the financial statements regarding Income Tax provision made in the financial statements for disallowance of deduction claimed under section – 80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. Both the matters are contested by the Company with the concerned Authorities. Our Opinion is not qualified in respect of these matters.

C) Standalone Financial statements for the FY 2015-16

a) Based on Independent Auditor's Report:

Emphasis of Matters

(i) We draw attention to Note No.32 to the standalone financial statements regarding Income Tax provision made in the financial statements for disallowance of deduction claimed under Section – 80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. Both the matters are contested by the Company with the concerned Authorities.

(ii)We drawn attention to Note No. 49 to the standalone financial statements regarding non-provision of Rs.20.4 million towards foreign agency commission / consultancy charges in respect of projects in three foreign countries pending assessment of the performance. Our Opinion is not qualified in respect of these matters.

b) Based on Annexure B of Independent Auditor's Report

Qualified Opinion

According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:

(i) The company did not have an integrated ERP system. Different software packages used by the company are interfaced through software links or manual intervention leaving gaps between them. This could potentially result into impaired financial reporting.

(ii) The company did not have effective internal audit structure and system so as to ensure coverage of all major areas with extensive scope. Also, the mechanism to review the internal audit reports is weak. This could potentially result into weak checks and balances and unreported financial irregularities ultimately resulting into distorted financial reporting.

D) Standalone Financial statements for the FY 2016-17

a) Based on Independent Auditor's Report:

Emphasis of Matters

(i) We draw attention to Note no. 33 to the standalone Ind AS financial statements.

- The company has made provision for tax without considering the deduction under Section 80–IA of Income Tax Act, 1961. However, the ITAT has disposed pending appeal for FY 2000-01 allowing deduction u/s 80-IA and subsequently CIT (A) has allowed deduction for AY 2012-13 and 2013-14. The matters for other assessment years are contested by the company with the concerned authorities.

- The company is offering global income for tax in India after excluding the income earned by its permanent establishments in foreign countries having Double Taxation Avoidance Agreements (DTAA) with India. CIT (A) denied the treatment of excluding such foreign income. Accordingly, the company has subsequently paid taxes, however the matter is contested by the company with the concerned authorities.

(ii)We draw attention to Note no. 50 to the standalone Ind AS financial statements regarding non-provision of Rs. 38 million towards foreign agency commission / consultancy charges in respect of projects in three foreign countries pending assessment of the performance.

b) Based on Annexure B of Independent Auditor's Report

ii. **Qualified Opinion**

According to the information and explanations given to us and based on our audit and branch auditor's audit report, the following material weaknesses have been identified as at March31, 2017.

i) The Company has an integrated ERP system which was not used at its full potential. During the financial year, different software packages like Tally and Fox Pro were used by the company through software links or manual intervention for the preparation of financial statements. This has resulted into weak internal control over financial reporting.

ii) The internal audit system needs to be strengthen, since timelines of the internal audit programme were not followed during the financial year and delayed reporting in internal audit of the Indian region/foreign branches were noticed. Also, the mechanism to review of internal audit report is not robust.

iii) The Inventory records at some units are maintained manually and the inventory manual in SAP is under consideration. Further continuous identification system of surplus/obsolete/broken assets and material/stores is inadequate and needs to be strengthened.

iii. **Emphasis of Matter**

i) Attention is invited to note no. 51 to the financial statements regarding supervision charges on unreturned steel at reduced rate and waiver/release of liquidation damages, escalation claims & other charges in respect of one of the contract of Patna region.

ii) Few cases of reduction of bills by the client and accepted by the project without noting therein full reasons/justifications have been observed in Northern region.

iv. **E. Standalone Financial Statements for the nine months ended 31st December 2017**

Based on Standalone Examination Report

a) Other Matter

i. Refer Note No. 41 of the Standalone financial statements, On the basis of materiality, the board has decided to change the accounting policy relating to measurement at the time of Initial recognition (change from fair value to transaction value) of financial assets and liabilities in respect of security deposit with client and contractor, Retention money with client and contractor and money withheld with client and contractor. The impact of the aforesaid change in the accounting policy has been given in the current year since it is impracticable to determine the period specific effect of the change. In the current year the carrying values of the Net financial liabilities have been increased by Rs. 363.8 Million and Net non-financial liabilities have been decreased by Rs. 362.4 Million. The resultant Net impact on current year's Nine Month's Profit and Loss due to aforesaid change in the accounting policy is amounting to (Rs 1.4 Million), which is not material.

b) <u>Emphasis of Matter</u>

i. Refer Note No. 44 of the Standalone financial statements, The Company has engaged agents/consultants to secure contracts and provide other services for foreign projects, being implemented in three countries. Pending assessment of services provided by the agent/consultants, the company has not accounted for expenses aggregating to Rs. **38.9 Million,** comprising of Rs 0.9 million during financial year 2017-18 (Rs. 38 million).

ANNEXURE-I
RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(Rsin millions)

	Particulars	Note No.	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015 (Proforma)	
I.	**ASSETS**									
1	**Non-current assets**									
	(a) Property, Plant and equipment	3	1,362.60		1,370.78		1,463.97		1,507.40	
	(b) Capital work-in-progress	4	0.60		-		14.98		3.81	
	(c) Investment Property	5	3,449.30		3,073.46		2,781.83		2,703.98	
	(d) Other Intangible assets	6	9.30		12.08		1.00		0.30	
	(e) Intangible assets under development	6			-		10.06		10.06	
	(f) Financial Assets	7								
	(i) Investments	7.1	9,833.40		9,719.85		6,052.83		4,078.08	
	(ii) Trade Receivables	7.2	553.30		231.19		25.36		478.96	
	(iii) Loans	7.3	6,758.60		3,398.43		857.35		1,600.45	
	(iv) Others	7.4	479.30		772.14		842.26		50.82	
	(g) Deferred tax assets (Net)	8	1,582.40		1,610.49		2,223.14		2,743.13	
	(h) Other non-current assets	9	3,979.40		4,036.38		2,493.99		2,453.41	
	Total Non-current assets			28,008.20		24,224.80		16,766.77		15,630.40
2	**Current assets**									
	(a) Inventories	10	1,050.10		1,393.37		1,406.15		1,144.36	
	(b) Financial Assets	11								
	(i) Investments	11.1	4,234.70		2,499.14		1,380.16		683.91	
	(ii) Trade Receivables	11.2	7,190.20		5,433.44		6,966.88		5,715.03	
	(iii) Cash and cash equivalents	11.3	4,786.20		13,947.00		24,570.25		11,890.42	
	(iv) Other Bank Balances	11.4	37,460.50		32,628.33		20,960.79		20,324.27	
	(v) Loans	11.5	29.60		847.70		39.51		204.13	
	(vi) Others	11.6	5,304.20		2,592.60		2,074.45		1,484.78	
	(c) Current Tax Assets (Net)		163.40		17.17		189.78		125.60	
	(d) Other current assets	12	7,452.30		8,092.72		7,013.04		8,084.13	
	Total Current assets			67,671.20		67,451.47		64,601.01		49,656.63
	Total Assets			**95,679.40**		**91,676.27**		**81,367.78**		**65,287.03**
II.	**EQUITY AND LIABILITIES**									
1	**Equity**									
	(a) Equity Share Capital	13	940.50		989.80		197.96		197.96	
	(b) Other Equity	14	36,201.38		37,290.46		36,472.08		34,915.47	
	Total Equity			37,141.88		38,280.26		36,670.04		35,113.43

2	**Liabilities**									
(i)	**Non-current liabilities**									
	(a) Financial Liabilities	15								
	(i) Trade Payables	15.1	11.10		4.55		56.33		82.00	
	(ii) Other financial liabilities	15.2	3,100.40		1,292.32		1,109.01		871.91	
	(b) Provisions	16	768.30		761.77		1,497.80		3,380.49	
	(c) Other Non-Current Liabilities	17	8,252.10		17,926.39		9,566.12		734.62	
	Total Non-current liabilities			12,131.90		19,985.03		12,229.26		5,069.02
(ii)	**Current liabilities**									
	(a) Financial Liabilities	18								
	(i) Trade payables	18.1	4,740.72		3,630.05		4,058.48		4,476.74	
	(ii) Other financial liabilities	18.2	4,726.00		5,468.79		5,086.57		5,251.49	
	(b) Other current liabilities	19	33,970.00		21,089.29		19,169.61		10,938.79	
	(c) Provisions	16	2,749.60		2,984.51		3,541.36		3,276.51	
	(d) Current Tax liability (Net)		219.30		238.34		612.46		1,161.05	
	Total Current liabilities			46,405.62		33,410.98		32,468.48		25,104.58
	Total Equity and Liabilities			**95,679.40**		**91,676.27**		**81,367.78**		**65,287.03**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 54

As per our Report of even date attached
For K G Somani & Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-II
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(Rs in Millions)

	Particulars	Note No.	For the Period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
I.	**Revenue :**					
	Revenue from operations	20	23,402.40	29,048.98	23,145.87	28,652.83
	Add :- Company share of turnover in Integrated Joint operations		129.60	899.01	1,039.24	886.17
			23,532.00	29,947.99	24,185.11	29,539.00
II.	Other income	21	1,944.90	2,596.29	4,158.38	2,653.33
III.	**Total Income (I + II)**		25,476.90	32,544.28	28,343.49	32,192.33
IV.	**Expenses:**					
	Operating Expenses	22	20,506.00	24,786.43	18,880.65	20,460.01
	Employee benefits expenses	23	1,654.30	1,503.75	1,762.69	1,879.83
	Finance costs	24	524.40	606.02	431.89	287.00
	Depreciation, amortization and impairment	25	96.20	178.76	282.16	199.20
	Other Expenses (Administrative)	22	237.70	324.98	247.41	300.28
	Proportionate share of expenses in Integrated Joint operations		82.30	563.94	972.45	862.31
	Total Expenses (IV).		23,100.90	27,963.88	22,577.25	23,988.63
V.	**Profit Before exceptional items and Tax (III - IV)**		2,376.00	4,580.40	5,766.23	8,203.70
VI.	Exceptional items	27A	-	736.94	-	-
VII.	Profit before tax (V + VI)		2,376.00	5,317.34	5,766.23	8,203.70
VIII.	Tax expenses:					
	(1) Current tax	8				
	- For the year		632.40	1,186.37	1,500.53	1,932.96
	- For earlier years (net)		-	(172.12)	49.78	408.93
	(2) Deferred tax (net)		28.10	612.64	522.88	270.53
	Total Tax Expense		660.50	1,626.89	2,073.20	2,612.42
IX	**Profit for the year from continuing operation (VII - VIII)**		**1,715.50**	**3,690.45**	**3,693.04**	**5,591.28**

	Particulars	Note No.	For the Period ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015(Proforma)
X	**Other Comprehensive Income**	26				
	A. (i) Items that will not be reclassified to profit or loss		-	48.18	13.19	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss		-	(16.67)	(4.56)	(1.06)
	B. (i) Items that will be reclassified to profit or loss		370.70	161.58	(574.61)	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss		(128.30)	(55.92)	259.40	(35.48)
			242.40	**137.16**	**(306.58)**	**70.97**
XI	**Total Comprehensive Income for the year (IX +X) (Comprising profit and other comprehensive income for the year)**		**1,957.90**	**3,827.61**	**3,386.45**	**5,662.25**
XII	Earnings Per Equity Share: (For Continuing Operation)					
	(1) Basic	47	17.35	37.28	37.31	282.44
	(2) Diluted		17.35	37.28	37.31	282.44

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 54

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

RituArora
Company Secretary

ANNEXURE-III
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(Rs in Millions)

		31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation		2,376.00	5,317.34	5,766.23	8,203.70
Adjustment for :					
Items of Other Comprehensive Income		370.70	209.75	(561.42)	107.51
Depreciation, amortization and impairment		96.20	178.74	282.10	199.19
Profit on sale of assets (net)		(19.00)	(3.21)	(8.62)	14.25
Profit on Sale of Investments		-	(736.94)	-	-
Interest Income		(1,179.50)	(1,967.04)	(2,310.56)	(2,082.92)
Dividend Income		(119.10)	(33.67)	(55.38)	(31.23)
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		377.50	383.51	(1,084.28)	(173.91)
Operating Profit before working capital changes	**(1)**	**1,902.80**	**3,348.48**	**2,028.06**	**6,236.59**
Adjustment for :					
Decrease / (Increase) in Trade Receivables Financial Assets - Loans		(1,763.10)	1,539.87	(1,496.97)	1,980.01
Decrease / (Increase) in Inventories		343.30	12.78	(261.79)	43.62
Decrease / (Increase) in Other Assets & Financial Assets		(2,449.70)	(2,491.12)	356.93	591.82
(Decrease) / Increase in Trade Payables		1,110.60	(428.43)	(418.26)	(1,475.33)
(Decrease) / Increase in Other Liabilities, Financial Liabilities & Provisions		3,438.20	8,768.41	14,888.03	1,378.29
	(2)	**679.30**	**7,401.51**	**13,067.94**	**2,518.41**
Cash generated from operation	**(1+2)**	**2,582.10**	**10,750.00**	**15,096.00**	**8,755.00**
Income Tax Paid		(314.40)	(556.00)	(1,075.40)	(1,454.30)
NET CASH FROM OPERATING ACTIVITIES	**(A)**	**2,267.70**	**10,194.00**	**14,020.60**	**7,300.70**
CASH FLOW FROM INVESTING ACTIVITIES					

		31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Purchase of Property, Plant and Equipment including WIP		(69.20)	(124.95)	(130.92)	(180.72)
Purchase of Intangible Assets		(0.80)	(3.27)	(1.15)	(2.23)
Purchase / Proceeds of Investment Property		(376.20)	(292.08)	(78.31)	(2,654.79)
Sale of Property, Plant and Equipments& Intangible Assets		29.10	60.34	37.80	205.92
Sale of Investments		-	792.28	-	-
Exchange Gain/Loss on Property, Plant & Equipment		(25.80)	-	-	-
Investments in Mutual Funds		(1,735.40)	(1,174.32)	(696.25)	1,298.46
Loan to Subsidiaries & Joint Ventures		(4,210.20)	(3,401.50)	(285.00)	(630.22)
Repayment of Loan from Subsidiaries & Joint Ventures		1,674.50	45.80	1,437.84	166.54
Interest Received		1,585.80	1,182.06	2,039.71	2,405.42
Dividend Received		119.30	33.67	55.38	31.24
Investment in Equity Shares		(113.70)	(3,666.83)	(722.90)	(923.24)
Investment in Bonds		-	-	(1,251.81)	-
(Investment) / Maturity of Bank Deposits (having maturity of more than 3 months)		(4,832.20)	(11,667.54)	(636.53)	(8,648.94)
NET CASH FROM INVESTING ACTIVITIES	**(B)**	**(7,954.80)**	**(18,216.36)**	**(232.15)**	**(8,932.56)**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(1,171.00)	(2,217.38)	(2,191.95)	(1,899.74)
Payment of Fee for increase in Authorised Capital		(19.80)	-	-	-
Payment to DIPAM for Buy Back of shares		(1,905.90)	-	-	-
NET CASH FROM FINANCING ACTIVITIES	**(C)**	**(3,096.20)**	**(2,217.38)**	**(2,191.95)**	**(1,899.74)**
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(377.50)**	**(383.51)**	**1,084.28**	**173.91**
NET DECREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**	**(9,160.80)**	**(10,623.25)**	**12,680.79**	**(3,357.69)**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**13,947.00**	**24,570.25**	**11,889.46**	**15,248.11**

		31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**4,786.20**	**13,947.00**	**24,570.25**	**11,890.42**
NET DECREASE IN CASH & CASH EQUIVALENT	**(F - E)**	**(9,160.80)**	**(10,623.25)**	**12,680.79**	**(3,357.69)**

Note: 1. Cash Flow Statement has been prepared under indirect method as set out in IND AS-7 (Cash Flow Statements)
2. Figures in brackets represent outflow of cash.

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 54

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

RituArora
Company Secretary

ANNEXURE-IV
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31, December 2017

A. Equity share capital	
Particulars	**(Rs in Millions)**
Balance as at March 31, 2017	**989.80**
Shares issued during the year	-
Shares buyback during the year	(49.30)
Balance as at December 31, 2017	**940.50**

B. Other Equity

(Rs in Millions)

Particulars	Reserve & Surplus			Items of Other Comprehensive Income	Total
	General Reserves	Retained Earnings	Capital Redemption reserve	Exchange differences on translating the financial statement of a foreign operation	
Balance as at April 01, 2017	**33,594.49**	**3,640.33**	**-**	**55.64**	**37,290.46**
Changes in accounting policy or prior period errors					**-**
Restated balance at the beginning of the reporting period	**33,594.49**	**3,640.33**	**-**	**55.64**	**37,290.46**
Profit for the year	-	1,715.50			1,715.50
Buy Back of Equity shares	-		49.30	-	49.30
Payment of Fee for increase in Authorised Capital	-	(19.86)	-	-	(19.86)
Payment of Buyback shares	**-**	(1,905.92)	-	-	(1,905.92)
Other Comprehensive Income	-	-	-	-	-
Remeasurment of Defined Benefit Plans	-	-	-	-	-
Foreign Exchange translation difference	-	-	-	242.40	242.40
Total Comprehensive Income for the year	**-**	**(210.28)**	**49.30**	**242.40**	**81.42**

Dividends Paid	-	(972.50)	-		(972.50)
Dividend Distribution Tax	-	(198.00)	-	-	(198.00)
Balance as at December 31, 2017	**33,594.49**	**2,259.55**	**49.30**	**298.04**	**36,201.38**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information **3 to 54**

As per our Report of even date attached

For and on behalf of Ircon International Limited

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ashish Kumar Batta
Partner
M. No. 095597

RituArora
Company Secretary

Place : New Delhi
Date : March 20, 2018

ANNEXURE-IV
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31, March 2017

A. Equity share capital	
Particulars	**(Rs in Millions)**
Balance as at March 31, 2016	**197.96**
Shares issued during the year	791.84
Balance as at March 31, 2017	**989.80**

B. Other Equity

(Rs in Millions)

Particulars	**Reserve & Surplus**		**Items of Other Comprehensive Income**	**Total**
	General Reserves	**Retained Earnings**	**Exchange differences on translating the financial statement of a foreign operation**	
Balance as at April 01, 2016	**33,594.49**	**2,655.97**	**(50.02)**	**36,200.44**
Changes in accounting policy or prior period errors		271.64		**271.64**
Restated balance at the beginning of the reporting period	**33,594.49**	**2,927.61**	**(50.02)**	**36,472.08**
Profit for the year		3,690.45		3,690.45
Other Comprehensive Income				
Remeasurment of Defined Benefit Plans		31.50		**31.50**
Foreign Exchange translation difference			105.66	**105.66**
Total Comprehensive Income for the year	**-**	**3,721.95**	**105.66**	**3,827.61**
Dividends Paid		(1,842.33)		(1,842.33)
Dividend Distribution Tax		(375.06)		(375.06)
Bonus Issue		(791.84)		(791.84)
Balance as at March 31, 2017	**33,594.49**	**3,640.33**	**55.64**	**37,290.46**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information **3 to 54**

As per our Report of even date attached

For and on behalf of Ircon International Limited

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
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S. K. Chaudhary
Chairman & Managing DirectorDIN - 00515672

Ashish Kumar Batta
Partner
M. No. 095597
Place : New Delhi
Date : March 20, 2018

RituArora
Company Secretary

ANNEXURE-IV
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF CHANGES IN EQUITY AS AT 31 MARCH 2016

A. Equity share capital	
Particulars	**(Rs in Millions)**
Balance as at March 31, 2015(Proforma)	**197.96**
Shares issued during the year	-
Balance as at March 31, 2016	**197.96**

B. Other Equity

(Rs in Millions)

Particulars	**Reserve & Surplus**			**Items of Other Comprehensive Income**	**Total**
	General Reserves	**Retained Earnings**	**CSR**	**Exchange differences on translating the financial statement of a foreign operation**	
Balance as at April 01, 2014	**30,664.73**	**592.55**	**17.16**	**(22.60)**	**31,251.84**
Changes in accounting policy or prior period errors		**(98.88)**			**(98.88)**
Restated balance at the beginning of the reporting period	**30,664.73**	**493.67**	**17.16**	**(22.60)**	**31,152.96**
Profit for the year		**5,591.28**			**5591.28**
Other Comprehensive Income					
Remeasurment of Defined Benefit Plans		**2.06**			**2.06**
Foreign Exchange translation difference				**68.91**	**68.91**
Total Comprehensive Income for the year	**-**	**5593.34**	**-**	**68.91**	**5662.25**
Transfer from CSR Activities Reserve		**17.16**			**17.16**
Transfer to Retained Earnings			**(17.16)**		**(17.16)**
Dividends Paid		(1,603.48)			**(1,603.48)**
Dividend Distribution Tax		(296.26)			**(296.26)**
Bonus issue					**0**
Balance as at March 31, 2015	**30,664.73**	**4,204.43**	**-**	**46.31**	**34,915.47**
Effect of Ind As adjustments made during in the Fy 14-15 (Not to carried forward)	(2,929.76)	2,786.49		(218.88)	**(362.15)**
Restated balance at the beginning of the reporting period	**33,594.49**	**1,417.94**	**-**	**265.19**	**35,277.62**

Particulars	Reserve & Surplus			Items of Other Comprehensive Income	Total
	General Reserves	Retained Earnings	CSR	Exchange differences on translating the financial statement of a foreign operation	
Profit for the year		**3,693.04**			**3,693.04**
Other Comprehensive Income					**-**
Remeasurment of Defined Benefit Plans		**8.62**			**8.62**
Foreign Exchange translation difference				(315.21)	**(315.21)**
Total Comprehensive Income for the year		**3,701.66**	**-**	**(315.21)**	**3,386.45**
Dividends Paid		(1,821.23)			**(1,821.23)**
Dividend Distribution Tax		(370.76)			**(370.76)**
Balance as at March 31, 2016	**33,594.49**	**2,927.61**	**-**	**(50.02)**	**36,472.08**

The above statement should be read with the Company Overview and Significant Accounting Policies appearing in Annexure-V, Material adjustment for Restatement of Profit & Loss in Annexure VI, Restated Statement of Accounting Ratios in Annexure-VII, Restated Statement of Tax Shelters in Annexure-VIII and Restated Statement of Dividend Paid in Annexure IX, Restated Statement of Capitalisation in Annexure- X, Restated Turnover statement in Annexure-XI & Total Equity Reconciliation as at march 31 2015 Proforma in Annexure- XII.

See accompanying notes forming part of the restated financial information 3 to 54

As per our Report of even date attached

For K G Somani& Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

RituArora
Company Secretary

ANNEXURE V

Notes forming part of the Restated financial information for the period ended on 31st December 2017, year ended March 31, 2017, 2016 and 2015.

1. Corporate Information

Ircon International Limited is a public sector construction company domiciled in India (CIN :U45203DL1976GOI008171) and is incorporated under the provisions of the Companies Act applicable in India with specialization in execution of Railway projects on turnkey basis and otherwise. After commencing business as a railway construction company it diversified progressively to roads, buildings, electrical substation and distribution, airport construction, commercial complexes, as well as metro rail works. The Company caters to both domestic and international markets. The Company is an ISO certified Company for Quality, Environment and Occupational Health and Safety Management systems; a Schedule 'A' public sector company and a Mini Ratna-Category I. The registered office of the company is located at C-4, District Centre, Saket, New Delhi-110017.

The restated Summary Statement of Assets & Liabilities of the Company for the period ended on 31st Dec. 2017, as at March 31, 2017, 2016 and 2015 and the related Restated Summary Statement of Profit & Loss, Restated Summary Statement of Changes in Equity and Restated and Cash flows for the period ended on 31st December 2017, March 31, 2017, 2016 & 2015 have been prepared specifically for inclusion in the Offer Document to be filed by the Company with the Securities and Exchange Board of India('"SEBI") in connection with proposed Initial Public Offering.

These Restated Financial Information have been prepared in accordance with Indian Accounting Standards ("Ind AS") notified under the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian Accounting Standards) Amendment Rules, 2016.

These Restated Financial Information have been prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI regulations") as amended from time to time.

The Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proforma Ind AS financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015.

2. Significant Accounting Policy under Ind AS (Standalone)

(i). Basis of Preparation

a) **Statement of Compliance**

The financial statements as at and for period ended on 31st December, 2017 have been prepared in accordance with Indian Accounting Standards (Ind-AS) notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016.

For all periods up to and including the year ended 31 March 2016, the company prepared its financial statements in accordance with accounting standards notified under the section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules, 2014 (Indian GAAP). These financial statements for the year ended 31 March 2017 are company's first IND AS financial statements.

Refer to separate note no.29 for information on how the company has adopted Ind AS.

b) Basis of Measurement

The financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following item that have been measured at fair value as required by relevant Ind-AS.

i. Defined benefit Plan and other long term employee benefits

ii. Certain financial assets and liabilities measured at fair value.

iii. Provisions as per para (x) (D) below, where time value of money is material.

c) Use of estimates and judgment

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenue and expenses. Actual results may differ from these estimates.

Key accounting estimates:

Recognition of deferred tax assets – The extent to which deferred tax assets can be recognized is based on an assessment of the probability of the future taxable income against which the deferred tax assets can be utilized.

Provisions – At each balance sheet date on the basis of the management judgment, changes in facts and legal aspects, the Company assesses the requirement of provisions against the outstanding contingent liabilities. However, the actual future outcome may be different from this judgement.

Revenue – The Company recognises revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgements to be made on changes in work scope, claims (compensation, rebates etc.) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, the company used the available contractual and historical information.

Property, plant and Equipment – Property, plant and Equipment represent a significant proportion of the asset base of the company. The charge in respect of periodic depreciation is derived after determining an estimate of an asset's expected useful life and the expected residual value at the end of its life. Uncertainties in these estimates relate to technical and economic obsolescence that may change the utility of assets.

Estimates and underlying assumptions are reviewed on a periodic basis. Future results could differ due to changes in these estimates and difference between the actual result and the estimates are recognized in the period in which the results are known /materialize.

d) All financial information presented in Indian rupees and all values are rounded to the nearest million rupees with two decimal points except where otherwise stated.

(ii). Statement of Cash flow

Cash flows are reported using the indirect method, whereby profit / (loss) before tax is adjusted for the effects of transactions of non-cash nature and any deferrals or accruals of past or future cash receipts or payments. The cash flows from operating, investing and financing activities of the Company are segregated based on the available information.

(iii). Foreign Currency Transactions

Functional and presentation currency

Items included in the financial statements are measured using the currency of the primary economic environment in which the Company operates. (i.e Functional Currency). The financial statements are presented in Indian rupees, which is the presentation as well as Functional currency of company.

(a) *Transactions of Indian operations:*

i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

ii. Property, plant and Equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items (Trade receivables, trade payables, Cash and Bank, Loans and Borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing **closing selling rates for Liabilities and closing buying rate for Assets,** at each reporting date.

iv. Foreign Exchange Gains or Losses in respect of above transactions are recognized in Statement of profit and loss.

(b) *Transactions of Foreign operations:*

i. All foreign currency transactions are translated into functional Currency at the rate prevalent on the date of transaction.

ii. Property, plant and Equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.

iii. Monetary items (Trade receivables, trade payables, Cash and Bank, Loans and Borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing **closing selling rates for Liabilities and closing buying rate for Assets,** at each reporting date.

iv. Foreign Exchange Gain or Losses in respect of above transactions are recognized in profit and loss account

The result and financial position of foreign operation that have a functional currency different from the presentation currency are translated in to presentation currency as follows.

v. Assets/Liabilities - Closing **selling rates for Liabilities and closing buying rate for Assets** on the reporting date.
vi. Income/Expenses – Average exchange rate during the year.
vii. Exchange differences on translation of functional currency to presentation currency are – recognised in OCI (Other comprehensive income)
viii. On disposal of Foreign Operation (on realization of complete receivables from client) transfer the component of OCI (Other comprehensive income) to profit or loss relating to respective foreign operation.

(iv). Property, plant and equipment

1. Freehold land is carried at historical cost. Property, plant and equipment are measured at cost less accumulated depreciation and impairment losses, if any.
2. The machinery spares which can be used only in connection with an item of Property, Plant and Equipment and whose use is expected to be irregular are capitalized & depreciated/amortized over the balance life of such Property, Plant and Equipment.
3. Subsequent cost relating to property, plant & equipment shall be recognized as an asset if:
    a) it is probable that future economic benefits associated with the items will flow to the entity; and
    b) the cost of the item can be measured reliably.
4. Cost of asset includes the following
    iv. Cost directly attributable to the acquisition of the assets
    v. Incidental expenditure during the construction period is capitalized as part of the indirect construction cost to the extent the expenditure is directly related to construction or is incidental thereto.
    vi. Present value of the estimated costs of dismantling & removing the items & restoring the site on which it is located if recognition criteria are met.

5. Cost of replacement, major inspection, repair of significant parts and borrowing costs for long-term construction projects are capitalized if the recognition criteria are met.

6. An item of property, plant and equipment and any significant part initially recognized is de-recognized upon disposal or when no future economic benefits are expected from its use or disposal. Any gain or loss arising on de-recognition of the asset (calculated as the difference between the net disposal proceeds and the carrying amount of the asset) is included in the income statement.

7. Amounts paid towards the acquisition of property, plant and equipment outstanding as of each reporting date and the cost of property, plant and equipment not ready for intended use before such date are disclosed under capital work- in-progress. Expenses directly attributable to project, prior to commencement of commercial operation, are considered as project development expenditure and shown under Capital Work-in-Progress.

Transition to Ind AS

On transition to Ind AS, the company has opted to continue with the carrying value of all its property, plant and equipment recognised as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of the property, plant and equipment.

Depreciation

(a) Depreciation on Property, plant and Equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

(b) Each part of an item of Property, Plant and Equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

(c) The estimated useful life of assets for current period of significant items of property plant and equipment are as follows:

Particulars	**Useful Life (yrs.)**
Building/flats residential/non-residential	60
Plant and Machinery	8-15
Survey instruments	10
Computers	3-6
Office Equipment's	5
Furniture and fixtures	10
Caravanas, Camps and temporary shed	3-5
Vehicles	8-10

(d) Leasehold land and improvements are amortized over the lower of estimated useful life and lease term.

(e) Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

(f) Property plant and equipment acquired during the year, individually costing up to Rs. 5000/- are fully depreciated, by keeping Re. 1 as token value for identification. However, Mobile phones provided to employees are charged to revenue irrespective of its value.

(v). Intangible Assets

Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

Amortization of Intangible Assets

(a) Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.

The estimated useful life of intangibles is as follows:

Intangible Assets	**Useful Life**	**Internally generated or self-generated**
Software	Finite (36 months)	Acquired

(b) Amortization methods, useful lives and residual values are reviewed at each reporting date.

(c) Software cost up to Rs. 1 Lakhs in each case is fully amortized in the year of purchase, by keeping Rs. 1 as token value for identification.

Transition to Ind AS

On transition to Ind AS the company has opted to continue with the carrying value of all of its Intangible assets recognized as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of intangible assets.

(vi). Investment properties

a) Investment property comprises completed property, property under construction and property held under a finance lease that is held to earn rentals or for capital appreciation or both, rather than for sale in the ordinary course of business or for use in production or administrative functions.

b) Investment Properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

c) The company depreciates building component of investment property over 60 years from the date of original purchase/completion of construction.

d) Investment properties are derecognized either when they have been disposed of or when they are permanently withdrawn from use and no future economic benefit is expected from their disposal. Difference between the net disposal proceeds and the carrying amount of the asset is recognised in profit or loss in the period of de-recognition.

(vii). Investments in subsidiaries and Joint Arrangements

a) Investment in Subsidiaries

Investments in subsidiaries are accounted for at cost.

b) Joint Arrangement

Investment in joint arrangement are classified as either Jointly controlled operations under work sharing arrangement (joint operation) or Contracts executed by jointly controlled entity (joint ventures). The classification depends on the contractual rights and obligations of each JV partner rather than the legal structure of the joint arrangement. Company has both joint ventures and joint operations.

i) Joint Operations

Company recognises its direct right to the assets, liabilities, revenue and expenses of joint operations and its share of any jointly held or incurred assets, liabilities, revenue and expenses.

ii) Joint Venture

Income on investments is recognized when the right to receive the same is established.

Investment in such joint ventures is carried at cost in separate financial statements.

Transition to Ind AS

On transition to Ind AS, the company has opted to continue with the carrying value of all its investments in subsidiaries, and Joint ventures recognised as at 1st April 2015 measured as per the previous GAAP and use that carrying value as deemed cost of investment in subsidiaries, and Joint ventures.

(viii). Inventories

(a) **Construction Work in Progress**

Construction work-in-progress is valued at cost till such time the outcome of the job cannot be ascertained reliably and at realizable value thereafter. Site mobilization expenditure to the extent not written off valued at cost.

(b) **Others**

(i) In Cost Plus contracts, the cost of all materials, spares and stores not reimbursable as per the terms of the contract is shown as inventory valued as per (III) below.

(ii) In Item Rate and Lump Sum Turnkey contracts, the cost of all materials, spares (other than capitalized) and stores are charged to Statement of Profit and Loss in the year of use.

(iii) Inventories are valued at lower of the cost arrived at on First in First out (FIFO) basis and net realizable value.

(iv) Loose tools are expensed in the year of purchase.

(ix). Cash and Cash Equivalents

Cash and cash equivalent in the Balance sheet comprise of cash at bank, cash in hand, other short term deposits with banks with an original maturity of three months or less and highly liquid investments, that are readily convertible to known amount of cash and which are subject to insignificant risk of changes in value and Bank overdraft.

For the purpose of statement of cash flow, cash and cash equivalents consist of cash and short term bank deposits etc., as defined above, net of outstanding bank overdrafts since they are considered integral part of the company's cash management.

(x). Provisions

A- Provision for Maintenance

a) In Cost Plus contract, no provision for maintenance is required to be made where cost is reimbursable.

b) Item Rate and Lump Sum turnkey contracts, provision is made for maintenance to cover company's liability during defect liability period keeping into consideration the contractual obligations, the obligations of the sub- contractors, operating turnover and other relevant factors.

c) Provision for unforeseen expenditure during design guarantee period is made based on risk perception of management in each contract assessed at the end of each financial year. This shall, however, be subject to a minimum of Rs. 50 lakhs and maximum of the amount of Design guarantee specified in Contract Agreement with the Client.

B - Provision for Demobilization

Provision for demobilization to meet the expenditure towards demobilisation of Manpower and Plant & Equipment is made in foreign projects.

C- Others

Provision is recognized when:

i) The Company has a present obligation as a result of a past event,
ii) A probable outflow of resources is expected to settle the obligation and
iii) A reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each Balance Sheet date.

D- Discounting of Provisions

Provision recognised as per above point a, b and c which expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

(xi). Revenue Recognition

(a) Contract Revenue Recognition

Contract revenue is measured at the fair value of the consideration received or receivable recognized to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Depending on the nature of contract, revenue is recognized as under-

i) In cost plus contracts, revenue is worked out by including eligible items of expenditure in the bills raised on the clients and charging specified margin thereon.
ii) In fixed price contracts, revenue is recognized using the percentage of completion method. The percentage of completion is determined as a proportion of cost incurred of work certified up to the reporting date to the total estimated cost of the contract.
iii) When it is probable that total contract cost exceeds total contract revenue, the expected loss shall be recognized as an expense immediately. Claims/Arbitration Awards (including interest thereon) which are granted in favour of the Company, being in the nature of additional compensation under the terms of the contract are accounted as contract revenue when they are granted and where it is certain to realize the collection of such claims/awards.

Revenue does not include Sales Tax/VAT/WCT/Service Tax/GST etc.

b) Other Revenue Recognition

i) Dividend income is recognized when the right to receive payment is established.
ii) Interest income is recognized taking into account the amount outstanding and the interest rate applicable using Effective Interest rate Method.

(xii). Leases

a) Company as a lessee

Finance Lease:-

(vi) that transfers substantially all the risks and rewards incidental to ownership of an asset

(vii) are capitalised at lease inception at lower of fair value or present value of minimum lease payment

(viii) payments are apportioned between finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability.

(ix) Finance charges are recognised in finance costs in the statement of profit and loss.

(x) Depreciated over the useful life of the asset. However, if there is no reasonable certainty to obtain ownership by the end of the lease term, the asset is depreciated over the shorter of the estimated useful life of the asset and the lease term.

Operating Lease:-

(i) is classified as operating lease when significant portion of the risk and rewards are not transferred to the company.

(ii) payment are charged to profit and loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

b) Company as a lessor

Finance Lease

(iii) is recognised when substantially all of the risks and rewards of ownership transfer from the company to the lessee.

(iv) Payment due are recorded as receivables at the company's net investment in the leases. Finance lease income is allocated to accounting periods so as to reflect a constant periodic rate of return on the net investment outstanding in respect of the lease.

Operating Lease

(i) are the leases in which the company does not transfer substantially all the risks and rewards of ownership to the lessee.

(ii) incomes are recognized as income in the statement of profit & loss on straight-line basis over the lease term except where lease payment are structured to increase in line with expected general inflation to compensate for the expected inflationary cost increase.

(xiii). Liquidated Damages and Escalations

(iii) Liquidated damages/penalties (LD) due to delays arising out of the contractual obligations and provisionally withheld from contractors/under dispute are adjusted against contract cost only on final decision in this regard. However, LD recovered/withheld by client is accounted for on recovery/withholding & adjusted against contract revenue. Possible Liquidated Damages in cases where extension is granted by the client subject to their right for levy of penalty is shown as contingent liability.

(iv) Escalation receivable/payable is accounted for as per the provisions of the contract. Escalation receivable but not certified before close of project accounts is included in work- in- progress.

(xiv). Research and development Expenses

1. Research costs are expensed as incurred.
2. Development expenditures on an individual project are recognised as an intangible asset when the company can demonstrate:

- The technical feasibility of completing the intangible asset so that the asset will be available for use or sale
- Its intention to complete and its ability and intention to use or sell the asset
- How the asset will generate future economic benefits
- The availability of resources to complete the asset
- The ability to measure reliably the expenditure during development

Following initial recognition of the development expenditure as an asset, the asset is carried at cost less any accumulated amortisation and accumulated impairment losses. Amortisation of the asset begins when development is complete and the asset is available for use. It is amortised over the period of expected future benefit. Amortisation expense is recognised in the statement of profit and loss unless such expenditure forms part of carrying value of another asset.

During the period of development, the asset is tested for impairment annually.

(xv). Mobilization Expenses

The initial contract expenses on new projects for mobilisation will be recognised as construction work in progress in the year of incidence, and pro rata charged off to the project over the years at the same percentage as the stage of completion of the contract as at the end of financial year.

(xvi). Impairment of non-financial assets

An asset is treated as impaired when the carrying cost of assets exceeds its recoverable value and impairment loss is charged to the Statement of Profit & Loss in the year in which an asset is identified as impaired. The recoverable amount is the higher of an asset's fair value less costs of disposal and value in use. At each reporting date company assesses the estimate amount of impairment loss. The impairment loss recognized in prior accounting periods is reversed if there has been a change in the estimate of recoverable amount and such losses either no longer exists or has decreased. Reversal of impaired loss is recognized in the Statement of Profit & Loss. . For the purpose of assessing impairment, assets that cannot be tested individually are grouped in to the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash infows from other assets or group of assets (the cash-generating units).

(xvii). Borrowing Cost

Borrowing cost in ordinary course of business are recognized as expense of the period in which they are incurred. Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of such assets upto the commencement of commercial operations

(xviii). Employee Benefits

a) Short Term Employee Benefits

The undiscounted amount of short term employee benefits expected to be paid for the services rendered are recognized as an expense during the period when the employees render the services.

b) Post-employment benefits & other Long Term Employee Benefits

(i) Retirement benefits in the form of provident fund and pension fund are defined contribution schemes. The contributions to the provident fund trust and pension trust are charged to the statement to the Profit and loss for the year when the contributions are due.

(ii) The company has Defined benefit plans like Gratuity, LTC and other retirement benefits.

(iii) The Company has created a Trust for Gratuity. The cost of providing benefit is determined on the basis of actuarial valuation using the projected unit credit method at each year-end and is charged to the Statement of Profit & Loss.

(iv) Provision for Defined benefit plans is made based on actuarial valuation at the year end and Actuarial gains or losses are recognized through Other Comprehensive income.

(v) Post-retirement Medical benefits are made based on Actuarial valuation or amount available for contribution, whichever is less.

(vi) Other long term employee benefit includes leave encashment. Actuarial gains or losses on other long term employee benefits are recognized through statement of profit & loss.

(vii) Re-measurements of the net defined benefit liability (asset) recognized in other comprehensive income shall not be reclassified to profit or loss in a subsequent period.

(xix). Taxes

a) Current income tax

(i) Taxes including current income-tax are computed using the applicable tax rates and tax laws.

(ii) The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the company operates and generates taxable income.

(iii) Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

(iv) Current tax related to OCI Items is recognized in Other Comprehensive Income (OCI).

b) Deferred tax

(i) Deferred income tax is recognized using balance sheet approach.

(ii) Deferred income tax assets and liabilities are recognized for temporary differences which is computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

(iii) Deferred income tax asset are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

(iv) The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

(v) Deferred tax related to OCI Item is recognized in Other Comprehensive Income (OCI).

(xx). Operating Segment

Operating segments are reported in the manner consistent with the internal reporting provided to the chief operating decision maker. Accordingly, the Company has identified two reporting segments viz. Domestic & International.

(xxi). Earning Per Share

In determining basic earnings per share, the company considers the net profit attributable to equity shareholders. The number of shares used in computing basic earnings per share is the weighted average number of shares outstanding during the period. In determining diluted earnings per share, the net profit attributable to equity shareholders and weighted average number of shares outstanding during the period are adjusted for the effect of all dilutive potential equity shares.

(xxii). Contingent Liabilities and contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:

i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or

ii) A reliable estimate of the present obligation cannot be made; or

iii) A possible obligation, unless the probability of outflow of resource is remote.

(e) Contingent assets is disclosed where an inflow of economic benefits is probable.

(f) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Reporting date.

(g) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

(xxiii). Fair Value Measurement

Company measures financial instruments at fair value at each reporting date. Fair value is the price that would be received to sell an asset or paid to transfer a liability in an orderly transaction between market participants at the measurement date. The fair value measurement is based on the presumption that the transaction to sell the asset or transfer the liability takes place either:

- in the principal market for the asset or liability, or
- in the absence of a principal market, in the most advantageous market for the asset or liability.

The principal or the most advantageous market must be accessible to the company. The fair value of an asset or a liability is measured using the assumptions that market participants would use when pricing the asset or liability, assuming that market participants act in their economic best interest. The company uses valuation techniques that are appropriate in the circumstances and for which sufficient data are available to measure fair value, maximizing the use of relevant observable inputs and minimizing the use of unobservable inputs.

Assets and liabilities for which fair value is measured or disclosed in the financial statements are categorized within the fair value hierarchy, described as follows, based on the lowest level input that is significant to the fair value measurement as a whole:

- Level 1 — Quoted (unadjusted) market prices in active markets for identical assets or liabilities
- Level 2 — Valuation techniques for which the lowest level input that is significant to the fair value measurement is directly or indirectly observable

- Level 3 —Valuation techniques for which the lowest level input that is significant to the fair value measurement is unobservable.

For assets and liabilities that are recognized in the financial statements on a recurring basis, the Company determines whether transfers have occurred between levels in the hierarchy by re-assessing categorization (based on the lowest level input that is significant to the fair value measurement as a whole) at the end of each reporting period.

At the reporting date, the Company analyses the movements in the values of assets and liabilities which are required to be re-measured or re-assessed as per the accounting policies. For this analysis, the Company verifies the major inputs applied in the latest valuation by agreeing the information in the valuation computation to contracts and other relevant documents.

The Company also compares the change in the fair value of each asset and liability with relevant external sources to determine whether the change is reasonable.

For the purpose of fair value disclosures, the Company has determined classes of assets and liabilities on the basis of the nature, characteristics and risks of the asset or liability and the level of the fair value hierarchy as explained above.

(xxiv). Dividend to equity holders

Dividend paid/payable shall be recognized in the year in which the related dividends are approved by shareholders or board of directors as appropriates.

(xxv). Financial instruments

A. Initial recognition and measurement

Financial Instruments recognized at its fair value plus or minus transaction costs that are directly attributable to the acquisition or issue of the financial instruments. Financial assets and liabilities in respect of Security deposit with client and contractor, Retention money with client and contractor and Money withheld with client and contractor, where the effect of time value of money is not material, have been recognized at transaction value.

C. Subsequent measurement

B.1 Financial Assets

Financial assets are classified in following categories:

a). Debt instruments at Amortised Cost

Debt instrument shall be measured at amortised cost if both of the following conditions are met:

(a) the asset is held within a business model whose objective is to hold assets in order to collect contractual cash flows and

(b) The contractual terms of the asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding.

Such financial assets are measured at amortised cost using effective interest rate method less impairment, if any. The EIR amortisation is included in finance income in the statement of profit and loss.

Following financial assets are measured at amortised cost:-

(i) Trade receivable

(ii) Security deposit

(iii) Retention money

(iv) Money held with client

(v) Cash and cash equivalent

(vi) Loan and advances

(vii) Investment in Tax free bonds

b). Debt instruments at Fair value through Other comprehensive income (FVTOCI)

A 'debt instrument' is classified as at the **Fair value through other comprehensive income** if both of the following criteria are met:

- The objective of the business model is achieved both by collecting contractual cash flows and selling the financial assets, and
- The asset's contractual cash flows represent solely payment of principal and interest (SPPI).

Debt instruments included within the FVTOCI category are measured initially as well as at each reporting date at fair value. Fair value movements are recognized in the other comprehensive income (OCI). However, the company recognizes interest income, impairment losses & reversals and foreign exchange gain or loss in the P&L. On de-recognition of the asset, cumulative gain or loss previously recognised in OCI is reclassified from the equity to P&L. Interest earned is recognised using the EIR method.

c) Debt instruments at fair value through Profit & Loss (FVTPL)

FVTPL is a residual category for debt instruments. Any debt instruments, which does not meet the criteria for categorization as at amortized cost or as FVTOCI, is classified as at FVTPL.

In addition, the company may elect to designate a debt instruments, which otherwise meets amortized cost or FVTOCI criteria, as at FVTPL. If doing so reduces or eliminates a measurement or recognition inconsistency. The company has not designated any debt instrument as at FVTPL.

Debt instruments included within the FVTPL category are measured at fair value with all changes recognized in the Statement of P&L.

B.2 Financial liabilities

a) **Financial liabilities at Amortised Cost**

Financial liabilities represented by trade and other payables, security deposits, retention money and money withheld etc. are subsequently carried at amortized cost using the effective interest rate method.

b) **Financial liabilities at FVTPL**

The company has not designated any financial liabilities at FVTPL.

C. De-recognition

Financial Asset

A financial asset (or, where applicable, a part of a financial asset or part of a group of similar financial assets) is derecognized only when the contractual rights to the cash flows from the asset expires or it transfers the financial assets and substantially all risks and rewards of the ownership of the asset.

Financial Liability

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires. When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of Profit & Loss.

D. Impairment of financial assets:

Company applies expected credit loss (ECL) model for measurement and recognition of impairment loss. The Company follows 'simplified approach' for recognition of impairment loss allowance on trade receivable. The application of simplified approach does not require the Company to track changes in credit risk. Rather, it recognises impairment loss allowance based on lifetime ECLs at each reporting date, right from its initial recognition

Company assesses on a forward looking basis the expected credit losses associated with its assets carried at amortised cost and FVTOCI debt instruments. The impairment methodology applies on whether there has been significant increase in credit risk.

ECL impairment loss allowance (or reversal) recognised during the period is recognised as income/expense in the statement of profit and loss.

(xxvi). Non-current Assets (or disposal groups) held for Sale

Non-current assets (or disposal groups) are classified as assets held for sale when their carrying amount is to be recovered principally through a sale transaction and a sale is considered highly probable. The sale is considered highly probable only when the asset or disposal group is available for immediate sale in its present condition, it is unlikely that the sale will be withdrawn and sale is expected within one year from the date of the classification. Disposal groups classified as held for sale are stated at the lower of carrying amount and fair value less costs to sell. Property, plant and equipment and intangible assets are not depreciated or amortized once classified as held for sale. Assets classified as held for sale/distribution are presented separately in the balance sheet.

If the criteria stated by IND AS 105 "Non-current Assets Held for Sale" are no longer met, the disposal group ceases to be classified as held for sale. Non-current asset that ceases to be classified as held for sale are measured at the lower of (i) its carrying amount before the asset was classified as held for sale, adjusted for depreciation that would have been recognized had that asset not been classified as held for sale, and (ii) its recoverable amount at the date when the disposal group ceases to be classified as held for sale.

(xxvii) Financial guarantees

Financial guarantee contracts issued by the Company are those contracts that require a payment to be made to reimburse the holder for a loss it incurs because the specified debtor fails to make a payment when due in accordance with the terms of a debt instrument. Financial guarantee contracts are recognised initially as a liability at fair value, adjusted for transaction costs that are directly attributable to the issuance of the guarantee. Subsequently, the liability is measured at the higher of the amount of loss allowance determined as per impairment requirements of Ind-AS 109 and the amount recognised less cumulative amortisation.

3Restated Standalone Summary Statement of Property, Plant and Equipment

(Rs in Millions)

	Freehold Land	Lease hold Land	Lease hold Buildings	Freehold Buildings/Flats-Residential	Freehold Buildings/Flats-Non-Res.	Plant & Machinery	Survey Instruments	Computers	Mobile Handset	Office Equipments	Furniture & Fixtures	Caravans, Camps and Temp. Sheds	Vehicles	Total
Foot Notes	**(vi)**	**(v)**	**(iv)**		**(i)**	**(ii)**					**(vii)**			
Gross Carrying Amount (At Cost)														
At 1 April 2014	0.64	363.89	424.44	92.99	143.60	3,993.39	37.72	89.16	2.52	78.55	84.63	67.35	198.89	5,577.77
Additions	-	-	-	-	-	162.79	0.81	4.06	0.19	4.16	3.76	1.16	-	177.02
Disposals/Adjustments	-	-	-	(5.69)	(43.58)	(350.05)	(1.59)	(5.09)	(0.42)	(7.02)	(4.61)	(12.73)	(19.27)	(450.05)
At 31 March 2015 (Proforma)	**0.64**	**363.89**	**424.44**	**87.30**	**100.02**	**3,806.13**	**36.94**	**88.13**	**2.29**	**75.69**	**83.78**	**55.78**	**179.62**	**5,304.74**
Additions	-	-	4.78	-	1.21	26.61	2.04	8.21	0.34	9.53	6.05	61.01	-	119.77
Effect of Ind AS adjustment not to be carried forward	0.00	0.01	0.00	0.01	0.02	165.30	7.06	(12.70)	(1.58)	(28.98)	(13.24)	(5.21)	(46.26)	65.40
Disposals/Adjustments	-	-	-	-	0.55	(93.04)	3.58	(6.29)	(0.84)	(14.45)	(6.55)	(2.55)	(22.98)	(142.55)
At 31 March 2016	**0.64**	**363.90**	**429.22**	**87.31**	**101.76**	**4,091.08**	**42.47**	**89.93**	**1.88**	**70.68**	**83.13**	**114.13**	**156.34**	**5,632.46**
Additions	71.06	-	-	10.80	-	6.25	4.74	8.52	-	10.15	8.45	14.10	5.87	139.95
Disposals/Adjustments	350.92	(350.93)	(245.33)	245.33	(13.21)	(480.84)	(8.65)	(10.34)	(1.41)	(6.53)	(4.30)	(6.12)	(66.08)	(597.50)
At 31 March 2017	**422.62**	**12.97**	**183.89**	**343.43**	**88.55**	**3,616.48**	**38.56**	**88.11**	**0.47**	**74.30**	**87.28**	**122.11**	**96.12**	**5,174.92**
Additions	**-**	**-**	**-**	**-**	**-**	**5.60**	**1.90**	**26.70**	**-**	**4.80**	**4.60**	**1.90**	**23.00**	**68.50**
Disposals/Adjustments	(0.02)	**0.03**	**(110.19)**	**(253.43)**	**370.05**	**(27.18)**	**(7.46)**	**(1.21)**	**(0.47)**	**(1.60)**	**7.12**	**(8.81)**	**3.68**	**(39.52)**
At 31 December 2017	**422.60**	**13.00**	**73.70**	**90.00**	**458.60**	**3,594.90**	**33.00**	**113.60**	**0.00**	**77.50**	**99.00**	**115.20**	**122.80**	**5,203.90**
Depreciation and impairment														

At 1 April 2014	-	1.81	57.92	26.87	21.62	3,206.02	35.43	81.69	2.32	71.11	79.45	65.78	180.27	3,830.19
Depreciation charge for the year	-	0.13	8.05	9.02	11.72	149.10	0.23	3.50	0.20	2.41	1.54	0.16	2.07	188.13
Impairment	-	-		-	-	8.68	-	-	-	-	-	-	-	8.68
Disposals/Adjustments	-	-		(1.42)	(8.48)	(172.06)	(0.88)	(5.09)	(0.31)	(7.02)	(4.54)	(12.83)	(17.22)	(229.85)
At 31 March 2015 (Proforma)	**-**	**1.94**	**65.97**	**34.47**	**24.86**	**3,191.74**	**34.78**	**80.10**	**2.21**	**66.50**	**76.45**	**53.11**	**165.12**	**3,797.25**
Depreciation charge for the year	-	0.13	8.81	24.46	18.17	210.37	0.73	5.44	0.14	3.39	2.31	5.47	1.82	**281.22**
Impairment	-	-	-	-	-	-	-	-	-	-	-	-	-	**-**
Disposals/Adjustments	-	-	-	-	0.12	(57.73)	(5.74)	(5.85)	(0.75)	(13.34)	(5.99)	(2.39)	(21.70)	(113.38)
Additional impact due to componentisation in Fy 14-15 (Not to carried forward)	-	0.03	(0.36)	(7.63)	(9.57)	220.40	(0.56)	0.41	(0.10)	(0.58)	(0.08)	1.54	(0.11)	**203.40**
At 31 March 2016	**-**	**2.10**	**74.42**	**51.30**	**33.58**	**3,564.78**	**29.21**	**80.10**	**1.50**	**55.97**	**72.68**	**57.74**	**145.13**	**4,168.49**
Depreciation charge for the year	-	0.14	52.61	5.18	3.74	64.68	0.91	5.48	-	4.29	3.02	22.06	1.33	163.44
Impairment	-	-	-	-	-	12.59	-	-	-	-	-	-	-	12.59
Disposals/Adjustments	-	-	(32.34)	32.34	(4.42)	(429.97)	(6.70)	(9.98)	(1.48)	(16.65)	(3.42)	(6.03)	(61.73)	(540.38)
At 31 March 2017	**-**	**2.24**	**94.69**	**88.82**	**32.91**	**3,212.08**	**23.41**	**75.59**	**0.02**	**43.60**	**72.29**	**73.77**	**84.73**	**3,804.14**
Depreciation charge for the year	**-**	**0.10**	**19.80**	**2.40**	**3.00**	**34.30**	**0.70**	**5.30**	**-**	**4.00**	**1.90**	**18.20**	**2.60**	**92.50**
Impairment	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**	**-**
Disposals/Adjustments	**-**	(0.04)	0.01	(0.02)	2.39	(56.08)	(0.81)	(1.79)	-	9.80	(2.39)	(8.67)	2.47	(55.34)
At 31 December 2017	**-**	**2.30**	**114.50**	**91.20**	**38.30**	**3,190.30**	**23.30**	**79.10**	**-**	**57.40**	**71.80**	**83.30**	**89.80**	**3,841.30**

Net book value

At 31 December 2017	422.60	10.70	(40.80)	(1.20)	420.30	404.60	9.70	34.50	0.00	20.10	17.20	31.90	33.00	**1362.60**
At 31 March 2017	**422.62**	**10.73**	**89.21**	**254.61**	**55.64**	**404.41**	**15.15**	**12.52**	**0.45**	**30.70**	**14.99**	**48.34**	**11.40**	**1,370.78**
At 31 March 2016	**0.64**	**361.80**	**354.80**	**36.01**	**68.18**	**526.31**	**13.26**	**9.83**	**0.38**	**14.71**	**10.45**	**56.39**	**11.21**	**1,463.97**
At 31 March 2015 (Proforma)	**0.64**	**361.95**	**358.47**	**52.83**	**75.16**	**614.39**	**2.16**	**8.03**	**0.08**	**9.19**	**7.33**	**2.67**	**14.50**	**1,507.40**

Foot Notes:-

i) Fixed assets held for disposal included in sales/adjustment column and transferred to other current assets at Net Book value: - **(Rs in Millions)**

Block of assets	Description of the assets	Manner and expected time of disposal	Expected Loss/gain on sale of non current assets	Segment	At 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (PROFORMA)	
					Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block
Freehold Buiding - Residential	Residential Building at Chennai	Open Tender, 31.03.2018	-	Domestic	38.00	28.00	3.79	2.83	3.79	2.80	3.79	2.80
Total					**38.00**	**28.00**	**3.79**	**2.83**	**3.79**	**2.80**	**3.79**	**2.80**

ii) Includes Plant & Machinery (Locomotives) on wet lease basis to a foreign client till 31.12.2015.

iii) Depreciation and impairment on Property, Plant & Equipment for the year debited to Statement of Profit and Loss are as follows:- **(Rs in Millions)**

Description	As at December 2017	As at March 2017	As at March 2016
Depreciation on Tangible Assets	92.50	163.38	281.28
Impairment Loss		12.59	-
Total	**92.50**	**175.96**	**281.28**

iv) Includes lease hold building on Railways land for 30 years lease (Gross value Rs. 5.30 Million) for which agreement is yet to be finalised.

v) Lease hold land includes land at Greater Noida Industrial Development Authority (GNIDA) for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs. 8.2 Million). The request for time extension for construction of Building has been submitted to the appropriate authority.

vi) The company has paid conversion charges for Rs. 7.10 Million to Delhi Development Authority (DDA) during the financial year 2016-17 for conversion of its land at Saket from leasehold to freehold. However, as at 31 March 2017 DDA is in the process of transferring the said land from leasehold to freehold.

vii) Furniture & Fixtures includes Furnishings also.

viii) Depreciation and impairment: Disposals/Adjustments includes Foreign Exchange Loss of Rs. 0.47 Million during FY 2016-17 and cumulative impact is Foreign Exchange Loss of Rs. 63.70 Million.

4Restated Standalone Summary Statement of Capital Work in Progress*

(Rs in Millions)

Particulars		Amount
Opening balance at 1 April 2014		**-**
Additions (subsequent expenditure)		
- Work Expenses	3.81	
- Misc Operating Exp.	-	
	3.81	**3.81**
Less : Capitalised during the year		**-**
Closing balance at 31 March 2015 (Proforma)		**3.81**
Additions (subsequent expenditure)		
- Work Expenses	4.06	
- Misc Operating Exp.	8.34	
		12.38
Less : Capitalised during the year		1.21
Closing balance at 31 March 2016		**14.98**
Additions (subsequent expenditure)		-
Less : Capitalised during the year		14.98
Closing balance at 31 March 2017		**-**
Additions (subsequent expenditure)		**0.60**
Less : Capitalised during the period		**-**
Closing balance at 31 December 2017		**0.60**
Net Book Value		
at 31 December 2017		0.60
at 31 March 2017		**-**
at 31 March 2016		**14.98**
at 31 March 2015 (Proforma)		**3.81**

* Details of Capital Work in progress	As at 31st December 2017	As at 31st March 2017	As at 31st March 2016	As at 31st March 2015 (PROFORMA)
1. Camps & caravans at ShivpuriGuna	-	-	8.33	-
2. Work of Fire Fighting & Civil Construction at CIC Noida	-	-	-	1.20
3. Office Building at Kolkata	0.60	-	6.65	2.61
	0.60	**-**	**14.98**	**3.81**

5Restated Standalone Summary Statement of Investment Property

(Rs in Millions)

Particulars	Land and Capital work in progress at Noida	Land and Capital work in progress at Gurgaon	SRO Building at Old Airport Road, Bangalore	Total
Opening balance at 1 April 2014	**-**	**22.25**	**27.34**	**49.59**
Additions (subsequent expenditure)*	2,603.58	48.18	3.02	2,654.78

Closing balance at 31 march 2015 (PROFORMA)	**2,603.58**	**70.43**	**30.36**	**2,704.37**
Additions (subsequent expenditure)*	4.49	73.83	-	78.31
Closing balance at 31 March 2016	**2,608.07**	**144.26**	**30.36**	**2,782.68**
Additions (subsequent expenditure)*	205.87	86.21	-	292.08
Closing balance at 31 March 2017	**2,813.94**	**230.47**	**30.36**	**3,074.76**
Additions (subsequent expenditure)*	309.66	66.43	0.04	376.13
Closing balance at 31 December 2017	**3,123.60**	**296.90**	**30.40**	**3,451.00**

Depreciation and impairment				
Opening balance at 1 April 2014	-	-	-	**-**
Depreciation during the year	-	-	0.39	**0.39**
Closing balance at 31 march 2015 (PROFORMA)	**-**	**-**	**0.39**	**0.39**
Depreciation during the year	-	-	0.46	0.46
Closing balance 31 March 2016	**-**	**-**	**0.85**	**0.85**
Depreciation during the year	-	-	0.46	0.46
Closing balance 31 March 2017	**-**	**-**	**1.31**	**1.31**
Depreciation during the period	**-**	**-**	**0.39**	0.39
Closing balance 31 December 2017	**-**	**-**	**1.70**	**1.70**

Net Block				
at 31 December 2017	**3,123.60**	**296.90**	**28.70**	**3,449.30**
at 31 March 2017	**2,813.94**	**230.47**	**29.05**	**3,073.46**
at 31 March 2016	**2,608.07**	**144.26**	**29.51**	**2,781.83**
at 31 March 2015 (PROFORMA)	**2,603.58**	**70.43**	**29.97**	**2,703.98**

Information regarding income and expenditure of Investment property

(Rs in Millions)

Particulars	**31 December 2017**	**31 March 2017**	**31 March 2016**	**31-03-2015 (Proforma)**
Rental income derived from investment properties	2.30	3.38	0.56	-
Direct operating expenses (including repairs and maintenance) generating rental income	-	-	0.16	-
Direct operating expenses (including repairs and maintenance) that did not generate rental income	-	-	-	-
Profit arising from investment properties before depreciation and indirect expenses	**2.30**	**3.38**	**0.40**	**-**
Less: Depreciation during the year	(0.30)	(0.46)	(0.46)	-
Profit arising from investment properties before indirect expenses	**2.00**	**2.92**	**(0.06)**	**-**

Reconciliation of fair value

(Rs in Millions)

	Land and Capital work in progress at Noida	Land and Capital work in progress at Gurgaon	SRO Building at Old Airport Road, Bangalore	Total
Closing balance as at 31-03-2015 (PROFORMA)	**2,497.36**	**1,360.07**	**48.79**	**3,906.22**
Fair value difference	(42.91)	(41.72)	1.67	**(82.96)**
Closing balance as at 31-03-2016	**2,454.46**	**1,318.35**	**50.46**	**3,823.27**
Fair value difference	44.04	163.65	1.96	**209.64**
Closing balance as at 31-03-2017	**2,498.49**	**1,482.00**	**52.42**	**4,032.91**
Fair value difference for the period	-	-	-	**-**
Closing balance as at 31-12-2017	**2,498.49**	**1,482.00**	**52.42**	**4,032.91**
Note:-				
Investment Property self constructed	2,498.49	1,482.00	52.42	**4,032.91**
	2,498.49	**1,482.00**	**52.42**	**4,032.91**
Valuation technique used by valuer to be disclosed	Cost & Income	Cost	Cost (Land & Building)	

Description of valuation techniques used by valuer:

CostApproach:

Under this approach, market value of the land has been estimated using Direct Comparison Approach (Market Approach). The building value has been estimated used Depreciated Replacement Cost (as if new). Within the Cost Approach, the land value is being estimated on the assumption that it is vacant and free of all encumbrances. It is added to the cost of the improvements derived by using the depreciated Replacement Cost method. Replacement cost implies "The current cost of replacement of an asset with a similar utility as if new." Building costs would include the cost of the building components and other improvements. Appropriate depreciation is being applied to the same to estimate the value.

Income Approach (DCF):

DCF analysis is the process of valuing an investment property or asset by undertaking an estimation of future cash flows and taking into account the time value of money. Under this technique, the income is projected over the investment cycle and the net income is calculated after the deduction of capital, operating, and other necessary expenses.

(Rs in Millions)

*** Detail of Additions (subsequent expenditure)**	**31-Dec-17**	**31 March 2017**	**31 March 2016**	**31 March 2015**
- Land Cost	-	-	-	2,603.58
- Work Expenses	258.00	267.88	71.30	3.23
- Consultancy Charges	3.50	5.90	4.25	3.25
- Salary & Wages	7.30	4.06	0.08	-
- Rates & Taxes	83.80	12.78	1.87	44.10
- Vehicle Operation and Maintenance	0.30	0.44	0.45	0.43
- Power and Electricity and water	14.70	-	-	0.06
- Advertisement & Publicity	1.10	0.79	0.21	0.12
- Material Consumed	-	-	-	-
- Staff Welfare	0.13	-	-	-
- Bank Charges	0.20	0.02	0.01	-
- Repairs and Maintenance - Office & Other	7.10	0.11	-	0.01
- Tour & Travelling	-	0.08	0.02	-
- Misc Operating Exp.	0.00	0.03	0.12	-
Total	**376.13**	**292.08**	**78.31**	**2,654.78**

6 Restated Standalone Summary Statement of Intangible Assets

(Rs in Millions)

Particulars		Intangible assets under development	Other Intangibles (Software)
Opening balance at 1 April 2014		10.06	17.61
Addition during the year		-	2.23
Sales / adjustment during the year		-	(0.01)
Closing balance at 31 March 2015 (Proforma)		**10.06**	**19.83**
Addition during the year		-	1.15
Sales / adjustment during the year		-	(0.08)
Closing balance at 31 March 2016		**10.06**	**20.88**
Addition during the year		-	13.33
Capitalisation during the year		(10.06)	
Sales / adjustment during the year		-	(0.06)
Closing balance at 31 March 2017		**-**	**34.15**
Addition during the year			**0.80**
Capitalisation during the year			**-**
Sales / adjustment during the year			**(0.15)**
Closing balance at 31 December 2017		**-**	**34.80**
Amortisation and Impairment			
Opening balance at 1 April 2014		-	17.55
Amortisation during the year		-	1.99
Impairment		-	-
Sales / adjustment during the year		-	(0.01)
Closing balance at 31st March 2015 (Proforma)		**-**	**19.53**
Amortisation during the year		-	0.42
Sales / adjustment during the year		-	(0.08)
Closing balance at 31 March 2016		**-**	**19.87**
Amortisation during the year		-	2.26
Sales / adjustment during the year		-	(0.06)
Closing balance at 31 March 2017		**-**	**22.07**
Amortisation during the year			3.40
Sales / adjustment during the year			0.03
Closing balance at 31 December 2017		**-**	**25.50**
Net book value			
At 31 December 2017		**-**	**9.30**
At 31 March 2017		**-**	**12.08**
At 31 March 2016		**10.06**	**1.00**
At 31 March 2015 (PROFORMA)		**10.06**	**0.30**

7Restated Standalone Summary Statement of Financial Assets (Non Current)
7.1Investments

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Investment at Cost *				
1. Investments in Equity Instruments (fully paid-up) (unquoted)				
a) Subsidiaries				
Ircon Infrastructure & Services Limited 6,50,00,000 equity shares of Rs. 10 each (31 March 2017 : 6,50,00,000, 31 March 2016 : 6,50,00,000, 31 March 2015 : 6,50,00,000)	650.00	650.00	650.00	650.00
Indian Railway Stations Development Corporation Limited Nil equity shares of Rs.10 each (31 March 2017 : 2,04,00,000, 31 March 2016 : 2,04,00,000, 31 March 2015 : 2,04,00,000)#	-	204.00	204.00	204.00
Ircon PB Tollway Limited 1,6,50,00,000 equity shares of Rs.10 each (31 March 2017 : 16,50,00,000, 31 March 2016 : 90,00,000, 31 March 2015 : 9,00,00,000)	1650.00	1,650.00	900.00	900.00
Ircon Shivpuri Guna Tollway Limited 15,00,00,000 equity shares of Rs. 10 each (31 March 2017 : 15,00,00,000, 31 March 2016 : 3,30,00,000, 31 March 2015 : Nil)	1500.00	1,500.00	330.00	-
Ircon Davanagere Haveri Highway Limited 49,100 equity shares of Rs. 10 each (31 March 2017 : Nil, 31 March 2016: Nil, 31 March 2015: Nil)	0.50	-	-	-
Total (a) - Investment in Subsidiaries	**3,800.50**	**4,004.00**	**2,084.00**	**1,754.00**
b) Incorporated Joint Venture (fully paid-up)				
CCFB, Mozambique (31 March 2016 : Nil, 31 March 2015 : 12,50,000)	-	-	-	55.34
Less : Impairment in value of Investment	-	-	-	(55.34)
Ircon-Soma Tollway Private Limited (ISTPL) 6,38,70,000 equity shares of Rs. 10 each fully paid. (31 March 2017 : 6,38,70,000, 31 March 2016 : 6,38,70,000, 31 March 2015 : 6,38,70,000) (Refer note (i) a & b)	641.50	641.50	641.50	638.70
Indian Railway Stations Development Corporation Limited 2,00,00,000 equity shares of Rs.10 each (31 March 2017 : Nil, 31 March 2016 : Nil, 31 March 2015 : Nil) #	200.00	-	-	-
Bastar Railway Pvt. Limited 13,000 equity shares of Rs. 10 each (31 March 2017 : 13,000, 31 March 2016 : Nil, 31 March 2015 : Nil)	0.10	0.13	-	-
Jharkhand Central Railway Limited 130,00,000 equity shares of Rs. 10 each (31 March 2017 : 13,00,000, 31 March 2016 : Nil, 31 March 2015 : Nil)	130.00	13.00	-	-
Mahanadi Coal Railway Limited 13,000 equity shares of Rs. 10 each (31 March 2017 : 13,000, 31 March 2016 : 13,000, 31 March 2015 : Nil)	0.10	0.13	0.13	-
Chhattisgarh East Railway Limited 8,35,75,700 equity shares of Rs. 10 each fully paid. (31 March 2017 : 8,35,75,700, 31 March 2016 : 4,01,70,000, 31 March 2015 : 11,70,000)	835.80	835.76	401.70	11.70
Chhattisgarh East-West Railway Limited 1,3,11,70,000 equity shares of Rs. 10 each fully paid. (31 March 2017 : 13,11,70,000, 31 March 2016 : 11,70,000, 31 March 2015 : 11,70,000)	1311.70	1,311.70	11.70	11.70
Total (b) - Investment in Joint Ventures	**3,119.20**	**2,802.22**	**1,055.03**	**662.10**

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
(Investment at Amortised cost)				
2. Investment in Bonds (Quoted)				
8.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 163,131 units of Rs.1,000 each (31 March 2017: 163,131 31 March 2016 : 163,131, 31 March 2015 : 163,131)	163.10	163.13	163.10	163.13
7.21% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 500 units of Rs.10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : 500)	499.50	499.60	499.56	499.62
8.23% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 5,00,000 units of Rs.1,000 each (31 March 2017: 500,000, 31 March 2016 : 5,00,000, 31 March 2015 : 5,00,000)	500.00	500.00	500.00	500.00
8.35% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 500 units of Rs. 10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : 500)	499.30	499.22	499.29	499.23
7.15% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 250 units of Rs. 10,00,000 each (31 March 2017: 250, 31 March 2016 : 250, 31 March 2015 : Nil)	249.80	249.82	249.80	-
7.07% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds, 3,02,000 units of Rs.1,000 each (31 March 2017: 302,000, 31 March 2016 : 3,02,000, 31 March 2015 : Nil)	302.00	302.00	302.00	-
7.14% NHAI Tax Free Bonds, 1,99,989 units of Rs. 1,000 each (31 March 2017: 199,989, 31 March 2016 : 1,99,989, 31 March 2015 : Nil)	200.00	199.99	199.99	-
7.02% NHAI Tax Free Bonds, 500 units of Rs. 10,00,000 each (31 March 2017: 500, 31 March 2016 : 500, 31 March 2015 : Nil)	500.00	499.87	500.05	-
Total - Investment in Bonds (Quoted)	**2,913.70**	**2,913.63**	**2,913.80**	**1,661.98**
Total non - current investments	**9,833.40**	**9,719.85**	**6,052.83**	**4,078.08**
Aggregate Book value of quoted investments	**2,913.70**	**2,913.63**	**2,913.80**	**1,661.98**
Aggregate Market value of quoted investments	**3,054.90**	**2,933.22**	**2,929.80**	**1,756.12**
Aggregate Book value of unquoted investments	**6,919.70**	**6,806.22**	**3,139.03**	**2,416.10**
Aggregate amount of impairment in value of investments		**-**	**-**	**55.34**

Foot Note (i) :

(a) Out of 6,38,70,000 equity shares of Ircon-Soma Tollway Private Limited (ISTPL) held by the company, 30 % shares (1,91,61,000 no.) are pledged with Punjab National Bank against the loan drawn by Ircon-Soma Tollway Private Limited (ISTPL) outstanding as on 31.12.2017 is Rs. NIL

(b) As per Articles of Association (Article V) of Ircon-Soma Tollway Private Limited (ISTPL), shareholders can transfer their shareholding subject to Concession Agreement dated 28th September 2005 signed with NHAI which provides for equity holding of not less than 51% by Consortium members in Ircon-Soma Tollway Private Limited (ISTPL) during the construction period and three years following Commercial Operation Date, which was achieved on 19.04.2010. Thereafter, the aforesaid shareholding can be diluted to 26% subject to the pre-emption right of the other shareholders.

* Investment in Subsidiaries and Joint Ventures is carried at cost in the financial statements in accordance with para 10 of Ind AS 27

IRSDC - Indian Railway Stations Development Corporation Limited, a Subsidiary with equity participation of 51% from IRCON : Ministry of Railway vide letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON, thereby revising the ownership and non-controlling interest to 50:50. The composition of IRSDC was converted to Joint venture with 1% share transferred by Ircon to RLDA at a value of Rs. 4.00 million .. In accordance with Clause 23(3) of SEBI(ICDR) Regulations, 2009, test of materiality as specified in clause 23(1)(b) has not been fulfilled. The Consideration of disinvestment was received through bank.

Restated Standalone Summary Statement of Financial Assets (Non Current)

7.2 Trade Receivables

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Unsecured : Considered good				
- Retention Money with client	517.20	195.47	3.90	252.71
- Money Withheld by Client	36.10	35.72	21.45	226.25
Total	**533.30**	**231.19**	**25.36**	**478.96**

7.3 Loans

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
A. Secured, considered good				
Staff Loans and Advances	4.90	6.18	14.82	16.00
Total (A) - Secured Loans	**4.90**	**6.18**	**14.82**	**16.00**
B. Unsecured, considered good				
(i) Loans to Related Parties:				
Joint Ventures				
- Companhia Dos Caminhos De Ferro Da Beira Sarl	-	-	-	962.18
- Chhattisgarh East Railway Ltd.	-	390.00	390.00	300.00
- Chhattisgarh East West Railway Ltd.	-	390.00	195.00	-
Subsidiaries				
- Ircon ShivpuriGunaTollway Limited	4,228.20	1,626.50	-	-
-Ircon PB Tollway Limited	2,408.50	800.00	-	-
-Ircon Infrastructure & Services Limited	114.70	183.40	252.10	315.00
Total (i)	**6,751.40**	**3,389.90**	**837.10**	**1,577.18**
(ii) Others:				
Staff Loans & Advances	2.30	2.34	5.43	7.27
Total (ii)	**2.30**	**2.34**	**5.43**	**7.27**
Total (B) - Unsecured Loans (i+ii)	**6,753.70**	**3,392.24**	**842.53**	**1,584.45**
C. Considered Doubtful				
Loans to Related Parties:				
Joint Ventures				
- Companhia Dos Caminhos De Ferro Da Beira Sarl		-	-	356.61
Total		**-**	**-**	**356.61**
Less : Allowance for doubtful loans		-	-	(356.61)
Total (C) - Doubtful Loans		**-**	**-**	**-**
Grand Total - Loans	**6,758.60**	**3,398.43**	**857.35**	**1,600.45**

7.4 Restated Standalone Summary Statement of Other Financial Assets (Non Current)

(Rs in Millions)

Particulars		31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
a) Considered Good					
Security Deposits					
- Government Departments		0.60	0.52	0.64	2.86
- Others		1.60	1.44	4.71	4.90
Fixed Deposits more than 12 months {refer foot note (i)}		4.10	4.05	4.05	4.05
Fixed Deposits received from Contractors {refer foot note (ii)}		118.40	52.26	70.98	19.08
Interest Accrued on Advances to Staff		4.20	5.61	11.24	11.67
Interest Accrued on Loans to Related Party		-	-	54.16	-
Others					-
- Claims Recoverable from Clients		-	-	7.17	-
- Recoverable from Govt of Mozambique		350.10	707.81	319.32	8.25
- Others - Advance Lease Rent		0.30	0.44	-	0.01
b) Share Application Money pending Allotment					-
Ircon ShivpuriGunaTollway Limited - 3,70,00,000 equity shares of Rs. 10 each		-	-	370.00	-
Total - Other Financial Assets		**479.30**	**772.14**	**842.26**	**50.82**
c) Considered Doubtful					
Interest Accrued on Loan to Related Party					
- Companhia Dos Caminhos De Ferro Da Beira Sarl (JV)		-	-	-	2.55
Less : Allowance for doubtful financial assets (others)		-	-	-	(2.55)
Total - Other Financial Assets - Doubtful		**-**	**-**	**-**	**-**
Grand Total - Other Financial Assets		**479.30**	**772.14**	**842.26**	**50.82**

Foot Notes:-

(i) Includes FDRs under Lien for Rs. 4.1 Million (2016-17 Rs. 4.05 Million, 2015-16 Rs. 4.05 Million and 2014-15 Rs. 4.05 Million)

(ii) Fixed Deposits received from Contractors are realisable, if the contractor fails to fulfill its obligations as per the terms and conditions of the contract agreement.

8 Restated Standalone Summary Statement of Deferred Tax Assets

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Provisions	1,256.40	1,312.29	1,766.09	2,178.21
Property, Plant and Equipment and Intangible Assets	17.20	45.78	107.84	94.31
Others	308.80	252.42	349.22	470.61
Closing balance as at 31 March	**1,582.40**	**1,610.49**	**2,223.14**	**2,743.13**

Reconciliation / Movements in Deferred Tax Assets

(Rs in Millions)

Particulars	Provisions	PPE and Intangible Assets	Others	Total
As at 1 April 2014	2361.08	161.61	490.97	3,013.66
(Charged)/Credited :				
- to profit or loss	(182.88)	(67.30)	(20.35)	(270.53)
- to Other Comprehensive Income				
As at 31 March 2015 (Proforma)	**2,178.20**	**94.31**	**470.62**	**2,743.13**
(Charged)/Credited :				
- to profit or loss	(412.12)	13.53	(124.30)	(522.88)
- to Other Comprehensive Income	-	-	60.49	60.49
Effect of adjustments made in FY 14-15 not to be carried forward			(57.60)	(57.60)
As at 31 March 2016	**1,766.08**	**107.84**	**349.22**	**2,223.14**
(Charged)/Credited :				
- to profit or loss	(453.79)	(62.05)	(96.80)	(612.65)
- to Other Comprehensive Income	-		-	
As at 31 March 2017	**1,312.29**	**45.78**	**252.41**	**1,610.49**
(Charged)/Credited :				
- to profit or loss	(55.90)	(28.60)	56.40	(28.10)
- to Other Comprehensive Income	-		-	-
		-		
As at 31 December 2017	**1,256.39**	**17.18**	**308.81**	**1,582.39**

Deferred tax liabilities have been off set as they relate to the same governing law.

Income Tax Expense

Profit or loss Section

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Current income tax:				
Current income tax charge	632.40	1,186.37	1,500.53	1932.96
Adjustments in respect of current income tax of previous year	-	(172.12)	49.78	408.93
Deferred tax:				
Relating to origination and reversal of temporary differences	28.10	612.64	522.88	270.54
Income tax expense reported in the statement of profit or loss	**660.50**	**1,626.89**	**2,073.20**	**2,612.43**

OCI section

Income tax related to items recognised in OCI during the year:

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Net loss/(gain) on Remasurement of defined benefit plans	-	16.67	4.56	1.06

Net loss/(gain) on exchange gain/ loss	128.30	55.92	(259.40)	35.48
Income tax charged to OCI	**128.30**	**72.59**	**(254.84)**	**36.54**

Reconciliation of tax expense and the accounting profit multiplied by India's domestic tax rate for 31 March 2017 and 31 March 2016:

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Accounting profit before tax from continuing operations	2,746.70	5,527.09	5,204.81	8,386.74
Profit/(loss) before tax from a discontinued operation		-	-	-
Accounting profit before income tax	**2,746.70**	**5,527.09**	**5,204.81**	**8,386.74**
At India's statutory income tax rate of 34.608% (31 March 2017: 34.608%, 31 march 2017: 34.608%, 31 march 2015 33.99%)	950.60	1,912.82	1,801.28	2,850.65
Adjustments in respect of current income tax of previous years	-	(172.12)	(87.57)	(46.20)
Utilisation of previously unrecognised tax losses	-	-	-	
- Non taxable items	(379.40)	(334.59)	(94.65)	(74.80)
- Rate Difference	-	(102.17)	-	
- Other	26.70	236.10	82.32	(123.82)
Non-deductible expenses for tax purposes:				
-Other country additional tax	-	(28.74)	62.19	(16.84)
Other non-deductible expenses	190.90	188.19	54.78	59.97
At the effective income tax rate of 30.75% (31 March 2017: 33.30%, 31 March 2016: , 31 March 2015 : 31.59%)	**788.80**	**1,699.48**	**1,818.36**	**2,648.96**
Income tax expense reported in the statement of profit and loss	788.80	1,699.48	1,818.36	2648.96
Income tax attributable to a discontinued operation	-	-	-	-
	788.80	**1,699.48**	**1,818.36**	**2,648.96**

9 Restated Standalone Summary Statement of Other Non-Current Assets

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
a) Advances Other than Capital Advances				
Advances to Contractors against material and machinery	630.10	434.89	280.63	252.93
Advances to Contractors, Suppliers and Others	2,270.30	3,100.92	1,998.70	2,054.06
Deposits with Tax Departments	6.10	2.12	0.18	1.03
Total - Advances Other than Capital Advances	**3,406.50**	**3,537.92**	**2,279.51**	**2,308.02**
b) Others				
Unsecured, considered good				
Interest Accrued on :				
- Advances to Contractors, Suppliers & others	540.60	430.50	207.72	145.00
Prepaid Expenses	27.00	39.75	1.16	0.31
Fair valuation adjustment	5.30	28.21	5.60	0.08
Total - Others	**572.90**	**498.46**	**214.48**	**145.39**
c) Considered Doubtful				

Advances to Contractors, Suppliers and Others	9.00	9.13	-	87.15
Interest Accrued on :				
- Advances to Contractors, Suppliers & others		-	-	4.05
Less: Allowance for doubtful advances	(9.00)	(9.13)	-	(91.20)
Total - Considered Doubtful	**-**	**-**	**-**	**-**
Grand Total	**3,979.40**	**4,036.38**	**2,493.99**	**2,453.41**

10Restated Standalone Summary Statement of Inventories

(Rs in Millions)

Particulars	**31December, 2017**	**31 March 2017**	**31 March 2016**	**31-03-2015 (Proforma)**
Raw Material				
- In Hand	230.90	346.41	880.84	326.09
- With Third Parties	38.10	42.82	17.82	258.09
- In Transit	-	17.77	-	1.13
- Others (Scrap)	13.50			
Construction Work In progress (at Cost)	767.60	986.37	507.49	559.05
Total	**1,050.10**	**1,393.37**	**1,406.15**	**1,144.36**

11 Restated Standalone Summary Statement of Financial Assets (Current)

11.1 Investments

(Rs in Millions)

Particulars	**31 December 2017**	**31 March 2017**	**31 March 2016**	**31-03-2015 (Proforma)**
Investment at Cost				
1. Investments in Equity Instruments - fully paid-up (unquoted)				
Incorporated Joint Venture				
CCFB, Mozambique - Nil (31 March 2017: Nil, 31 March 2016 : 12,50,000 equity shares of meticals 24000 each fully paid, 31 March 2015: Nil)	-	-	55.34	-
Investment at Fair Value through Profit & Loss				
2. Investment in Mutual funds (Quoted)				
UTI Money Market Fund – Direct Plan -Daily Dividend: No. of Units : 19,47,293.298 (31 March 2017 : Nil, 31 March 2016 : Nil & 31 March 2015 : Nil)	1,953.90	-	-	-
SBI Premier Liquid Fund - Daily Dividend Plan : No. of Units : Nil (31 March 2017 : 10,88,384, 31 March 2016 : 12,83,478 & 31 March 2015 : 3,00,718)	-	1,091.92	1,287.66	301.70
IDBI Liquid Fund- Direct Plan- Daily Dividend (reinvestment) : No. of Units : 19,88,913.093 (31 March 2017: Nil, 31 March 2016 : Nil & 31 March 2015 : Nil)	1,993.60	-	-	-
UTI Liquid Cash Plan- Direct Plan- Daily Dividend : No. of Units : 2,81,715.816 (31 March 2017 : 13,80,381, 31 March 2016 : 36,454 & 31 March 2015 : 1,06,836)	287.20	1,407.22	37.16	108.91

SBI Debt Fund Series - A -14 : No. of Units : Nil (31 March 2017:Nil, 31 March 2016 : Nil & 31 March 2015 : 2,50,00,000)	-	-	-	273.30
Total Investments	**4,234.70**	**2,499.14**	**1,380.16**	**683.91**
Aggregate book value of quoted investments	**4,234.70**	**2,499.14**	**1,324.85**	**683.91**
Aggregate Market value of quoted investments	**4,234.70**	**2,499.14**	**1,324.85**	**683.91**
Aggregate book value of unquoted investments	**-**	**-**	**55.34**	**-**
Aggregate amount of impairment in value of investments	**-**	**-**	**-**	**-**

11.2Trade Receivables **(Rs in Millions)**

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Unsecured : considered good				
- Trade receivables	6,204.20	4,246.62	5,254.02	4,632.68
- Retention Money with client	374.40	510.38	555.78	600.93
- Money Withheld by Client	611.60	676.44	1,157.08	481.43
Considered Doubtful				
- Trade receivables	208.50	208.46	158.22	162.52
- Retention Money with client	71.90	71.88	80.72	98.85
- Money Withheld by Client	56.50	56.53	59.86	44.97
Less : Impairment allowances for doubtful debts	336.90	336.87	298.80	306.35
Total	**7,190.20**	**5,433.44**	**6,966.88**	**5,715.03**

11.3Cash and Cash equivalents

Particulars	Foot Note	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Cash in hand		2.40	1.77	2.29	2.11
Cheques/drafts in hand		-	-	49.55	1.65
Remittance in transit		41.00	-	-	-
Balances with banks:					
– On current accounts		1,818.00	2,055.35	548.50	1,239.46
– Flexi Accounts	(i)	1,361.80	2,120.20	2,018.46	1,713.60
– Deposits with original maturity of less than three months	(i)	1,563.00	9,769.69	21,951.45	8,933.60
		4,786.20	**13,947.00**	**24,570.25**	**11,890.42**

11.4 Bank Balances other than Cash and Cash equivalents

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Other Bank Balances				

– Deposits with original maturity of more than 3 months but less than 12 months	(i)	37,376.10	30,519.12	20,776.83	20,137.81
– Fixed Deposits received from Contractors*	(ii)	84.40	2,109.22	183.95	186.46
		37,460.50	**32,628.33**	**20,960.79**	**20,324.27**

Foot Notes : -

(i) Includes Clients Fund Rs.3258.58 million (2016-17 35134.27 million, 2015-16 14975.50 million, 2014-15 7801.20 million) on which interest is passed on to them.
(ii) Fixed Deposits received from Contractors are realisable, if the contractor fails to fulfill its obligations as per the terms and conditions of the contract agreement.

11.5 Loans

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
A. Secured, considered good				
Staff Loans and Advances	10.50	12.08	5.99	6.19
Total (A) - Secured Loans	**10.50**	**12.08**	**5.99**	**6.19**
B. Unsecured, considered good				
(i) Loans to Related Parties:				
Joint Ventures				
- IRCON - AFCON JV	-	-	-	181.10
- Chhattisgarh East Railway Limited	-	780.00	-	-
- Chhattisgarh East West Railway Limited	-	-	-	-
Subsidiaries				
-Ircon Infrastructure & Services Limited	-	45.80	22.90	-
(ii) Others:				
Staff Loans & Advances	19.10	9.83	10.62	16.84
Others				
Total (B) - Unsecured Loans (i) + (ii)	**19.10**	**835.63**	**33.52**	**197.94**
C. Considered Doubtful				
Others:				
Staff Loans and Advances	-	-	-	-
Less :- Impairment allowance for doubtful Loans	-	-	-	-
Total (C) - Doubtful Loans	**-**	**-**	**-**	**-**
Grand Total	**29.60**	**847.70**	**39.51**	**204.13**

11.6 Restated Standalone Summary Statement of Other Financial Assets (Current)

(Rs in Millions)

Particulars		31December2017	31March2017	31March2016	31-03-2015(Proforma)
a) Considered Good					
Security Deposits					
- Government Departments		100.90	70.70	56.53	62.18
- Others		15.70	17.19	12.59	13.02

Earnest Money Deposit	3.50	3.46	3.46	4.15
Interest Accrued on :				
- Advance to Staff	7.90	6.89	2.79	2.44
- Loans to Related Parties	0.80	180.04	2.03	58.93
- Loan to Indian Railway Welfare Organisation		-	-	2.03
- Deposits with Banks	901.30	1,139.40	891.88	802.24
- Bonds	124.10	178.72	126.45	118.79
Others:				
(i) Recoverable from Related Parties				
Joint Ventures				
- RICON CETA SARL	-	-	8.90	8.40
- Companhia Dos Caminhos De Ferro Da Beira Sarl	-	-	-	7.84
- RICON	8.00	6.37	99.31	96.65
- International Metro Civil Contractor	28.50	28.42	28.31	35.28
- Metro Tunneling Group	39.90	38.56	56.40	54.24
- Ircon Soma Tollway Pvt. Ltd.	70.40	70.39	72.20	71.53
- IRCON - AFCON JV	347.20	298.54	77.58	24.41
- Chhattisgarh East Railway Limited	-	24.77		-
- Mahanadi Coal Railway Limited	3.70	3.71		-
- Jharkhand Central Railway Limited	-	-		-
Subsidiaries				
-Ircon ShivpuriGunaTollway Limited	3.90	0.41	2.63	-
-Ircon Infrastructure & Services Limited	10.40	0.00	19.57	22.61
-Indian Railway station Development corporation Limited	5.90	4.75	3.63	2.70
-Ircon PB Tollway Limited	2.70	2.40	2.09	-
(ii) Recoverable from Govt. of Mozambique	353.00	358.06	497.17	-
(iii) Claims Recoverable from Clients	105.70	93.71	51.75	84.62
(iv) Other Recoverables	40.00	52.99	58.14	11.69
(v) Billable revenue/Receivable not due (refer footnote below (iii))	2,917.20	-	-	-
(vi) Others - Advance Lease Rent	1.80	1.41	1.04	1.03
Share Application Money pending Allotment				
Indian Railway Stations Development Corporation 2,00,00,000 equity shares of Rs 10 each	200.00	-	-	-
Bastar Railway Pvt. Limited - 11,70,000 equity shares of Rs. 10 each	11.70	11.70	-	-
Total - Other Financial Assets - Good	**5,304.20**	**2,592.60**	**2,074.45**	**1,484.78**
b) Considered Doubtful				
Security Deposits				
- Government Departments	5.50	5.55	14.66	21.09

- Others	1.90	1.85	2.68	2.68
Interest Accrued on Advances to Staff	-	-	-	-
Earnest Money Deposit	0.50	0.55	0.55	-
Less : Impairment allowance for doubtful financial assets (others)	(7.90)	(7.94)	(17.89)	(23.77)
Total - Other Financial Assets - Doubtful	**-**	**-**	**-**	**-**
Grand Total - Other Financial Others	**5,304.20**	**2,592.60**	**2,074.45**	**1,484.78**

(i)Debts due by officers of the company, firms in which any director is a partner or private company in which any director is a member except JVs and Subsidiaries are Rs. Nil (Rs. Nil).

Details of amount due from Directors:

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Amount due from directors included in interest accrued on staff loans and advances	-	-	-	-
Total	**-**	**-**	-	-

(ii) In pursuance of Ind AS 8, Investment in 11,70,000 equity shares of Rs. 10 each of Bastar Railway Pvt. Limited, pending allotment has been reclassified prospectively since it was shown under Investment in the previous year.

(iii) (a) Includes Value of work amounting to Rs. 4.0 millions certified by client, but not billed by reporting date.
(b) Includes Rs. 74.20 millions from Chhattisgarh East Railway Limited, a Joint Venture Company.
(c) Includes Rs. 257.60 millions from Chhattisgarh East West Railway Limited, a Joint Venture Company.

12 Restated Standalone Summary Statement of Other Current Assets

(Rs in Millions)

Particulars	Foot Note	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
a) Advances Other than Capital Advances					
Advances to Contractors against material and machinery		724.30	450.76	219.50	91.53
Advances to Contractors, Suppliers and Others		2,030.90	1,417.29	1,666.60	1,298.10
Tax Authority					
- Sales Tax (including TDS)		3,155.90	3,025.50	2,218.81	2,009.85
Less : Deposited under Protest		(2,104.80)	(2,104.79)	(2,034.54)	(1,843.15)
- Value Added Tax		1,133.10	936.82	1,435.67	1,142.57
- Goods and Services tax		796.50	-	-	-
- Service Tax input credit		0.40	37.10	2.12	0.18
Total - Advances Other than Capital Advances		**5,736.30**	**3,762.69**	**3,508.16**	**2,699.08**

b) Others
Interest Accrued on:

Deposits & Advances with:					
- Contractors, Suppliers & Others		385.80	429.98	290.06	174.37

Construction Work in Progress (At realisable value)		1,283.90	975.89	288.21	1,081.70
Billable Revenue / Receivable not due	(i)	-	2,829.09	2,811.94	4,053.19
Assets held for disposal	(ii)	8.20	10.30	14.62	17.30
Prepaid Expenses		33.00	31.40	50.76	35.43
Fair valuation adjustment		5.10	51.93	46.87	23.06
Lease Equalisation		-	1.43	2.42	-
Total - Others		**1,716.00**	**4,330.03**	**3,504.88**	**5,385.05**
c) Considered Doubtful					
Advances to Contractors, Suppliers and Others		149.90	153.19	189.69	98.83
Sales Tax (including TDS)		358.90	358.87	349.73	353.06
Others		1.00	0.99	0.99	-
Value Added Tax		71.80	71.77	71.77	71.77
					-
Less: Impairment allowance for doubtful advances		(581.60)	(584.82)	(612.18)	(523.66)
Total - Considered Doubtful		**-**	**-**	**-**	**-**
Grand Total		**7,452.30**	**8,092.72**	**7,013.04**	**8,084.13**

(i) (a) Includes Value of work amounting to Rs. 16.15 Million (2016-17 Rs. 16.10 Million, 2015-16 Rs. 124.87 Million and 2014-15 Rs. 1960.81 Million) certified by client, but not billed by reporting date.
(b) Includes Rs.66.40 Million (2016-17 Rs. 24.77 Million, 2015-16 Rs. 69.51 Million and 2014-15 Rs. 122.19 Million) from Chhattisgarh East Railway Limited, a Joint Venture Company.
(c) Includes Rs.4.80 Million (2016-17 Rs.3.10 Million, 2015-16 Rs. 254.71 Million and 2014-15 Rs.367.63 Million) from Chhattisgarh East West Railway Limited, a Joint Venture Company.

(ii) Property, Plant & Equipment beyond economic repair and/or held for disposal (at lower of the realizable value and book value): -

(Rs in Millions)

Block of assets	Description of the assets	Manner and expected time of disposal	Expected Loss/gain on sale of non current assets	Segment	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31-03-2015 (Proforma)	
					Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block	Gross Block	Net Block
Plant and Machinery												
Northern Region	Plant and Machinery	Through e-auction like MSTC with expected time of disposal by end of year 2018	Unpredicted	Domestic	43.30	2.50	51.62	2.79	65.01	8.86	112.55	11.54
Malaysia Region	Locomotives - 3 Nos.	Open Tender, June 2017	0.75	International	-	-	72.46	1.72	-	-	-	-
Mozambique Project	Plant and Machinery			International	59.00	2.90	59.00	2.96	59.00	2.96	59.00	2.96

Freehold Building - Residential	Residential Building at Chennai	Open Tender, 31.03.2018	-	Domestic	3.80	2.80	3.79	2.83	3.79	2.80	3.79	2.80
Total					**106.10**	**8.20**	**186.87**	**10.30**	**127.80**	**14.62**	**175.34**	**17.30**

12.1 Current Tax Assets (Net) **(Rs in Millions)**

Particulars	Footnote	31st December 2017	31st March 2017	31st March 2016	31st March 2015
Taxes paid including TDS & Advance tax		237.00	-	-	-
Less:					
Provision for tax		73.60	-	-	-
Current Tax Assets (Net)		**163.40**	**-**	**-**	**-**

13 Restated Standalone Summary Statement of Equity Share capital

(Rs in Millions)

Particulars	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31-03-2015 (Proforma)
Authorised share capital				
10,00,00,000 Equity shares of Rs.10 each * (10,00,00,000 Equity shares of Rs.10 each as at 31st March 2017, 31st March 2016 & 31st March 2015)	4000.00	1,000.00	1,000.00	250.00
	4,000.00	1,000.00	1,000.00	250.00
Issued/Subscribed and Paid up Capital				
9,40,51,574 Equity shares of Rs.10 each-fully paid (9,89,80,000 Equity shares of Rs.10 each-fully paid as at 31st March 2017,1,97,96,000 Equity shares of Rs.10 each-fully paid as at 31st March 2016 & 31st March 2015)	940.50	989.80	197.96	197.96
	940.50	989.80	197.96	197.96

Details of shareholders holding in the company

Name of the shareholder	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (PROFORMA)	
	No. of Share	% holding in the class	No. of Share	% holding in the class	No. of Share	% holding in the class	No. of Share	% holding in the class
Government of India in the name of the President of India and Government nominees	93,783,574	**99.71%**	98,712,000	**99.729%**	19,742,400	**99.729%**	19,742,400	**99.729%**
Indian Railway Finance Corporation Limited	244,000	**0.26%**	244,000	**0.247%**	48,800	**0.247%**	48,800	**0.247%**
Bank of India	24,000	**0.03%**	24,000	**0.024%**	4,800	**0.024%**	4,800	**0.024%**
Total	**94,051,574**	**100.00%**	**98,980,000**	**100%**	**19,796,000**	**100%**	**19,796,000**	**100%**

Aggregate no. of equity shares issued as bonus, shares issued for consideration other than cash and shares bought back during the period of five years immediately preceding the reporting date

	As at 31 December 2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015	As at 31 March 2014	As at 31 March 2013
	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share	No. of Share
Equity shares allotted other than cash						
Equity shares issued as bonus shares	-	79,184,000	-	-	-	9,898,000
Equity shares buy back	4,928,426					
Total	**4,928,426**	**79,184,000**	**-**	**-**	**-**	**9,898,000**

Terms / Rights attached to Equity Shares :
(a) Voting
The Company has only one class of equity shares having a par value of Rs.10 per share. Each holder of equity share is entitled to one vote per share.

(b) Liquidation
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

Reconciliation of the number of equity shares and share capital

Particulars	As at 31 December 2017		As at 31 March 2017		As at 31 March 2016		As at 31 March 2015 (PROFORMA)	
	No of shares	Rs in Million	No of shares	Rs in Million	No of shares	Rs in Million	No of shares	Rs in Million
Issued/Subscribed and Paid up equity Capital outstanding at the begging of the year	98,980,000	989.80	19,796,000	197.96	19,796,000	197.96	19,796,000	197.96
Add: Shares Issued during the year	-	-	79,184,000	791.84	-	-	-	-
Less: Shares Buy back during the year	(4,928,426)	(49.30)						
Issued/Subscribed and Paid up equity Capital outstanding at the end of the year	**94,051,574**	**940.50**	**98,980,000**	**989.80**	**19,796,000**	**197.96**	**19,796,000**	**197.96**

* Increase in Authorised Share Capital to Rs. 4000 Million was approved in the Extra Ordinary General Meeting held on 22.05.2017

(ii) Department of Investment and Public Asset Management (DIPAM) had instructed the Company to buy back shares to the extent of 5% of paid up capital. Total shares proposed to be bought back is 49,41,818 in numbers at book value of these shares. BoD at its 236th meeting dated 21.09.2017 approved proposal to buy back by the company of its fully paid up equity shares of Rs. 10 each not exceeding 49,41,818 shares from the existing shareholders. As on the closing date of submission of offer i.e. 04.12.2017 offer for 49,28,426 shares held by Govt. of India was received.

14 Restated Standalone Summary Statement of Other Equity

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
(a) Retained Earnings				
Opening Balance	3,640.33	2,927.61	1,417.94	493.67
Add: Ind AS Adjustments	-	-	-	-
Add: Transfer from surplus in statement of profit and loss	1,715.50	3,690.45	3,693.04	5,591.28
Add: Transfer from CSR Activities Reserve	-	-	-	17.16
Less: Dividend declared and paid during the year including Corporate Dividend Tax	(1,170.50)	(1,072.18)	(1,238.95)	(949.58)
Less: Interim Dividend including Tax thereon	-	(1,145.21)	(953.04)	(950.16)
Less: Bonus issue	-	(791.84)	-	-
Add : Re-measurement of defined benefit plans (net of tax)	-	31.50	8.62	2.06
Less: Payment of Fee for increase in Authorised Capital	(19.86)	-	-	-
Less: Payment for Buy back of shares	(1,905.92)			
Less: Transfer to General Reserve	-	-	-	-
Total	**2,259.55**	**3,640.33**	**2,927.61**	**4,204.43**
(b) General Reserve				
Opening Balance	33,594.49	33,594.49	33,594.49	30,664.73
Add: Transfer from Retained Earnings	-	-	-	-
Closing Balance	**33,594.49**	**33,594.49**	**33,594.49**	**30,664.73**
(c) Capital Redemption Reserve				
Opening Balance				
Add: Transfer for Buyback of Equity Shares	**49.30**	**-**	**-**	**-**
Closing Balance	**49.30**	**-**	**-**	**-**
(b) Items of other comprehensive income				
Opening Balance	55.64	(50.02)	265.19	(22.60)
Foreign Currency Translation (net of tax)	242.40	105.66	(315.21)	68.91
Total	**298.04**	**55.64**	**(50.02)**	**46.31**
(c) Other Reserves				
CSR Activities Reserve	-	-	-	**17.16**
Less :- Transfer to Retained Earnings	-	-	-	(17.16)
Total	**-**	**-**	**-**	**-**
Grand Total	**36,201.38**	**37,290.46**	**36,472.08**	**34,915.47**

Distribution made and proposed dividend

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Cash dividends on equity shares declared and paid:				
Dividend declared during 2017-18: INR 27.80 per share (FY 2016-17: INR 45.00 per share FY 2015-16: INR 52.00 per share FY 2014-15 INR 41.00 per share)	972.50	890.82	1,029.39	811.64
Dividend distribution tax final dividend	198.00	181.36	209.56	137.94
Interim dividend paid during 2017-18: INR Nil Per share (FY 2016-17: INR 9.61 Per share, FY 2015-16: INR 40.00 per share, FY 2014-15: INR 40.00 per share)	-	951.51	791.84	791.84
Dividend distribution tax on interim dividend	-	193.70	161.20	158.32
Total	**1,170.50**	**2,217.39**	**2,191.99**	**1,899.74**
Proposed dividends on equity shares:				
Dividend for 31 December 2017: INR Nil per share (31 March 2017: INR 27.80 per share, 31 March 2016: INR 45.00 per share and 31 March 2015: INR 52.00 per share)	-	972.50	890.82	1029.39
Dividend distribution tax on proposed dividend	-	197.98	181.36	209.56
Total	**-**	**1,170.48**	**1,072.18**	**1,238.95**

15Restated Standalone Summary Statement of Financial Liabilities

15.1Trade Payables

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Micro, Small & Medium Enterprises *	-	-	-	-
Other Contractor & Suppliers	11.10	4.55	56.33	82.00
Total	**11.10**	**4.55**	**56.33**	**82.00**

* Refer Note No. 45

15.2 Other Financial Liability

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Deposits and Retention money	3,100.40	1,292.32	1,108.61	871.91
Financial Guarantee Contract *	-	-	0.40	-
Total	**3,100.40**	**1,292.32**	**1,109.01**	**871.91**

* Refer Note No. 52

16 Restated Standalone Summary Statement of Provisions

(Rs in Millions)

Particulars	Foot Note	31 December 2017	31 March 2017	31 March 2016	31-03-2015(Proforma)
Provision for Employee Benefits	16.1	881.00	716.97	1,011.37	2,028.27
Provision for Doubtful Assets	16.2	935.40	938.82	928.94	1,359.46
Other Provisions	16.3	2,636.90	3,029.31	4,027.79	4,628.73
		4,453.30	**4,685.10**	**5,968.10**	**8,016.46**
Less: Impairment Provision for Doubtful Assets (Presented Separately)	16.2	935.40	938.82	928.94	1,359.46
Total		**3,517.90**	**3,746.28**	**5,039.16**	**6,657.00**
Current		**2,749.60**	**2,984.51**	**3,541.36**	**3,276.51**
Non Current		**768.30**	**761.77**	**1,497.80**	**3,380.49**

The disclosure of provisions movement as required under the requirements of Ind AS 37 is as follows:

16.1Provision for Employee Benefits:

(a) Provision for Retirement Benefits

(Rs in Millions)

Particulars	Gratuity	Leave Salary	Settlement Allowance on Retirement	Post Retirement Medical Benefits	Pension	Total
As at 1 April 2014	**618.47**	**801.02**	**12.89**	**174.99**	**236.14**	**1,843.51**
Current	**40.88**	**65.64**	**0.88**	**174.99**	**236.14**	**518.53**
Non Current	**577.59**	**735.38**	**12.01**	**-**	**-**	**1,324.98**
Provision made during the year	81.64	93.10	-	18.30	25.74	218.78
Less: Utilization during the year	37.03	64.78	-	120.00	-	221.81
Less: Write Back during the year	-	0.82	0.10	-	-	0.92
(Exchange Gain) / Loss	-	(0.81)	-	-	-	(0.81)
As at 31 March 2015	**663.08**	**827.71**	**12.79**	**73.29**	**261.88**	**1,838.75**
Current	**45.18**	**69.40**	**0.83**	**59.70**	**261.88**	**436.99**
Non Current	**617.89**	**758.31**	**11.96**	**13.59**	**-**	**1,401.75**
Effect of ind As adjustments not to be carried forward	-	0.23	-	-	-	0.23
Provision made during the year	22.22	77.24	0.91	28.41	33.67	162.45
Less: Utilization during the year	685.30	72.10	0.27	59.70	279.87	1,097.24
Less: Write Back during the year	-	3.04	-	-	15.68	18.72
(Exchange Gain) / Loss	-	0.48		-	-	0.48
As at 31-March-2016	**0.00**	**830.51**	**13.43**	**42.00**	**0.00**	**885.95**
Current	**0.00**	**83.05**	**1.30**	**33.80**	**0.00**	**118.15**
Non Current	**-**	**747.46**	**12.14**	**8.20**	**-**	**767.80**

Provision made during the year	-	74.46	0.03	75.00	-	149.49
Less: Utilization during the year	-	62.11	0.18	33.80	-	96.08
Less: Write Back during the year	-	283.26	-	-	-	283.26
(Exchange Gain) / Loss	(0.00)	(1.43)	0.00	0.00	(0.00)	(1.43)
As at 31-March-2017	**-**	**558.17**	**13.29**	**83.20**	**-**	**654.66**
Current	**-**	**55.82**	**1.33**	**66.56**	**-**	**123.71**
Non Current	**-**	**502.35**	**11.96**	**16.64**	**-**	**530.95**
Provision made during the year	-	78.20	-	22.50	-	100.70
Less: Utilization during the year	-	69.10	-	-	-	69.10
Less: Write Back during the year	-	0.10	-	-	-	0.10
(Exchange Gain) / Loss	-	-	-	-	-	-
As at 31-December-2017	**-**	**567.20**	**13.30**	**105.70**	**-**	**686.20**
Current	**-**	**56.72**	**1.33**	**84.56**	**-**	**142.61**
Non Current	**-**	**510.48**	**11.97**	**21.14**	**-**	**543.59**

(b) Provision for other Employee Benefits

(Rs in Millions)

Particulars	Performance Related Pay	Leave Travel Concession	Total
As at 1 April 2014	**224.22**	**1.40**	**225.62**
Current	**224.22**	**0.15**	**224.37**
Non Current	**-**	**1.25**	**1.25**
Provision made during the year	91.10	-	91.10
Less: Utilization during the year	94.38	0.04	94.42
Less: Write Back during the year	32.70	0.08	32.78
As at 31 March 2015 (PROFORMA)	**188.24**	**1.29**	**189.52**
Current	**188.24**	**0.08**	**188.31**
Non Current	**-**	**1.21**	**1.21**
Provision made during the year	56.85	3.15	60.00
Less: Utilization during the year	79.49	2.13	81.62
Less: Write Back during the year	42.48	-	42.48
As at 31-March-2016	**123.11**	**2.31**	**125.42**
Current	**123.11**	**0.34**	**123.44**
Non Current	**-**	**1.98**	**1.98**
Provision made during the year	58.95	1.83	60.78
Less: Utilization during the year	116.37	0.81	117.18
Less: Write Back during the year	6.73	-	6.73
As at 31-March-2017	**58.95**	**3.35**	**62.30**
Current	**58.95**	**0.51**	**59.46**
Non Current	**-**	**2.84**	**2.84**
Provision made during the year	180.00	1.30	181.30
Less: Utilization during the year	48.70	0.10	48.80
Less: Write Back during the year	**-**	**-**	**-**
As at 31-December-2017	**190.20**	**4.60**	**194.80**
Current	**190.20**	**0.69**	**190.89**

Non Current	**-**	**3.91**	**3.91**
Total Provision for Employee Benefits (a+b)			
At 31-December-2017			**881.00**
At 31-March-2017			**716.97**
At 31-March-2016			**1,011.37**
At 31-March-2015			**2,028.27**

16.2 Provision for Doubtful Assets:

(Rs in Millions)

Particulars	Doubtful Debts	Doubtful Advances	Diminution in Value of Investments	Total
As at 1 April 2014	**179.14**	**837.58**	55.34	1,072.06
Current	**179.14**	**837.58**	**55.34**	**1,072.06**
Non Current	**-**	**-**	**-**	**-**
Provision made during the year	26.37	349.51	-	375.88
Less: Utilization during the year	22.80	9.51	-	32.31
Less: Write Back during the year	20.79	35.71	-	56.50
(Exchange Gain) / Loss	0.60	(0.27)	-	0.33
As at 31-March-2015	**162.52**	**1,141.60**	**55.34**	**1,359.46**
Current	**162.52**	**793.95**	**55.34**	**1,011.81**
Non Current	**-**	**347.65**	**-**	**347.65**
Effect of ind As adjustments not to be carried forward	**-**	102.71	**-**	102.71
Provision made during the year	2.39	6.07	-	8.45
Less: Utilization during the year	3.30	7.25	-	10.55
Less: Write Back during the year	3.38	267.13	55.34	325.84
(Exchange Gain) / Loss	-	0.12	-	0.12
As at 31-March-2016	**158.22**	**770.71**	**-**	**928.94**
Current	**158.22**	**770.71**	**-**	**928.94**
Non Current	**-**	**-**	**-**	**-**
Provision made during the year	68.26	8.51	-	76.77
Less: Utilization during the year	6.02	19.86	-	25.88
Less: Write Back during the year	14.52	27.94	-	42.46
(Exchange Gain) / Loss	2.52	(1.07)	-	1.45
As at 31-March-2017	**208.46**	**730.35**	**-**	**938.82**
Current	**208.46**	**730.35**	**-**	**938.82**
Non Current	-	-	-	**-**
Provision made during the year	-	-	-	**-**
Less: Utilization during the year	-	3.40	-	**3.40**
Less: Write Back during the year	-	-	-	-
As at 31-December-2017	**208.50**	**726.90**	-	**935.40**
Current	**208.50**	**726.90**	**-**	**935.40**
Non Current	**-**	**-**	**-**	**-**

16.3 Other Provisions :

(Rs in Millions)

Particulars	Demobilisation	Corporate Social Responsibility	Maintenance	Foreseeable Loss	Design Guarantee	Legal Cases	Other Expenses	Total
As at 1 April 2014	452.69	-	2,140.93	101.21	2,060.48	479.32	508.89	5,743.52
Current	239.20	-	1,613.73	101.21	569.90	479.32	280.50	3,283.86
Non Current	213.49	-	527.20	-	1,490.58	-	228.39	2,459.66
Provision made during the year	43.35	-	236.31	101.70	-	252.73	136.26	770.35
Less: Utilization during the year	3.96	-	381.40	50.63	-	1.89	92.02	529.90
Less: Write Back during the year	1.56	-	664.13	27.44	488.93	4.54	56.55	1,243.15
(Exchange Gain) / Loss	(16.05)	-	(24.75)	0.76	(145.38)	(0.02)	5.13	(180.31)
Unwinding of discount	6.04	-	15.25	-	46.47	-	0.46	68.22
As at 31-March-2015	**480.51**	-	**1,322.21**	**125.60**	**1,472.64**	**725.60**	**502.17**	**4,628.73**
Current	**405.89**	-	**370.10**	**125.60**	**527.19**	**725.60**	**496.82**	**2,651.20**
Non Current	**74.62**	-	**952.11**	**-**	**945.45**	**-**	**5.35**	**1,977.53**
Provision made during the year	36.76	-	343.70	119.99	-	67.82	619.20	1,187.47
Less: Utilization during the year	83.76	-	543.81	23.91	-	0.73	212.08	864.30
Less: Write Back during the year	192.55	-	253.78	-	495.36	-	5.59	947.29
(Exchange Gain) / Loss	(8.80)	-	(11.15)	-	6.90	-	(2.15)	(15.21)
Unwinding of discount	2.59	-	79.60	0.49	31.38	-	-	114.07
Effect of ind As adjustments not to be carried forward	(0.40)	-	(75.38)	0.00	0.10	(0.00)	0.00	(75.68)
As at 31-March-2016	**234.36**	**-**	**861.38**	**222.18**	**1,015.65**	**792.68**	**901.54**	**4,027.79**
Current	**229.06**		**696.44**	**222.18**	**457.86**	**792.68**	**901.54**	**3,299.76**
Non Current	**5.29**	**-**	**164.94**	**-**	**557.80**	**-**	**-**	**728.03**
Provision made during the year	10.00	9.07	98.94	-	-	100.15	104.75	322.90
Less: Utilization during the year	33.93	**-**	285.80	161.46	-	13.41	262.40	757.00
Less: Write Back during the year	2.23	**-**	18.91	-	408.74	9.17	9.11	448.15
(Exchange Gain) / Loss	(17.50)	**-**	(2.26)	(0.49)	(108.86)	0.01	(19.29)	(148.39)
Unwinding of discount	1.78	**-**	14.43	0.04	15.89	-	-	32.15
As at 31-March-2017	**192.49**	**9.07**	**667.78**	**60.28**	**513.95**	**870.26**	**715.49**	**3,029.31**
Current	**191.75**	**9.07**	**564.91**	**60.28**	**389.59**	**870.26**	**715.49**	**2,801.34**
Non Current	**0.74**	**-**	**102.87**	**-**	**124.36**	**-**	**-**	**227.97**
Provision made during the year	2.90	36.00	49.60	-	-	57.50	-	146.00
Less: Utilization during the year	0.60	-	140.80	22.80	-	73.40	40.40	278.00
Less: Write Back during the year	11.00	-	11.60	-	302.00	-	3.30	327.90
(Exchange Gain) / Loss	5.80	-	(9.70)	-	28.40	-	29.10	53.60
Unwinding of discount	0.40	-	9.10	-	4.40	-		13.90
As at 31-December-2017	**190.00**	**45.10**	**564.40**	**37.50**	**244.70**	**854.40**	**700.80**	**2,636.90**
Current	**189.80**	**45.10**	**402.60**	**37.50**	**185.90**	**854.40**	**700.80**	**2,416.10**
Non Current	**0.20**	**-**	**161.80**	**-**	**58.80**	**-**	**-**	**220.80**

17 Restated Standalone Summary Statement of Other Non- Current Liabilities

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
a) Advances				
Advance from clients	8,245.60	17,691.45	9,362.15	692.40
b) Others				
Fair valuation adjustment	0.90	229.33	203.97	42.22
Others	5.60	5.61	-	-
Total	**8,252.10**	**17,926.39**	**9,566.12**	**734.62**

18Restated Standalone Summary Statement of Financial Liabilities

18.1Trade Payables

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Micro, Small & Medium Enterprises *	8.10	-	-	-
Others				
(a) Contractor & Suppliers	4,706.00	3,569.26	3,869.32	4,314.76
(b) Related Parties	26.62	60.79	189.16	161.98
Total	**4,740.72**	**3,630.05**	**4,058.48**	**4,476.74**

* Refer Note No. 45

18.2Other Financial Liabilities

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
Staff	71.00	92.96	72.37	9.76
Deposits, Retention money and Money Withheld	4,363.10	5,035.62	4,807.34	5,090.80
Financial Guarantee Contract *	-	0.40	0.90	-
Corporate Dividend Payable	-	339.81	205.96	-
Others	291.90	-	-	150.93
Total	**4,726.00**	**5,468.79**	**5,086.57**	**5,251.49**

* Refer Note No. 52

19 Restated Standalone Summary Statement of Other Current Liabilities

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
a) Advances				
Advance from clients	32,128.20	21,230.47	19,990.58	12,172.92
- Less: Deposits under protest (Sales Tax)	(2,104.80)	(2,104.79)	(2,034.54)	(1,843.15)
Advance contract receipts	2,038.10	999.61	742.69	246.29
b) Others				

Statutory dues:	1,907.50	714.20	337.21	255.01
Book Overdraft	-	-	-	0.97
Fair valuation adjustment	1.00	249.80	133.67	106.75
Total	**33,970.00**	**21,089.29**	**19,169.61**	**10,938.79**

19.1 Current Tax Liability (Net) **(Rs in Millions)**

Particulars	Footnote	31st December 2017	31st March 2017	31st March 2016	31st March 2015
Provision for Tax		8,620.20	-	-	-
Less:		-			
Provision for tax		8,400.90	-	-	-
Current Tax Assets (Net)		**219.30**	**-**	**-**	**-**

20 Restated Standalone Summary Statement of Revenue from operations

(Rs in Millions)

	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Contract Revenue	23,270.10	28,896.16	22,543.11	28,045.77
Loco lease	-	8.78	358.87	425.95
Machinery hire charges	34.70	91.50	83.09	13.18
Other Operating Revenue	97.60	52.54	160.79	167.93
Total	**23,402.40**	**29,048.98**	**23,145.87**	**28,652.83**

21Restated Standalone Summary Statement of Other Income

(Rs in Millions)

	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Net Profit Before Tax as Restated	**2,376.00**	**5,317.34**	**5,766.23**	**8,203.70**
Other Income	**1,944.90**	**2,596.29**	**4,158.38**	**2,653.33**
Percentage	**81.86%**	**48.83%**	**72.12%**	**32.34%**

Source of Income

Related and Recurring

Interest Income :

(Rs in Millions)

Interest on Tax Free Bonds	166.20	220.56	156.24	160.28
Interest on refund of income-tax	-	119.30	26.67	34.02
Interest on staff advances	1.30	2.15	2.74	3.25
Interest on loan to Related Parties *	470.20	168.28	352.96	65.51
Interest on other advances	6.20	43.06	27.59	68.10
Interest on Fixed Maturity Plan	0.40	-	0.54	67.20
Interest income on unwinding of financial instruments	47.30	75.44	39.76	29.39

Bank Interest Gross	1757.30	3051.89	2352.09	2,114.93
Less:- Interest passed to clients	(1222.10) 535.20	(1638.21) 1,413.69	(608.27) 1,743.82	(362.27) 1,752.66
Others :				
Amortisation of financial instruments	402.90	294.34	119.18	102.87
Profit on sale of assets	20.10	3.49	8.90	20.09
Miscellaneous Income	175.90	222.31	228.51	144.82
Provision written back for Loan & Equity - CCFB	-	-	311.80	-
Exchange Fluctuation Gain			1501.21	544.73
Less:- Exchange Fluctuation Loss	-	-	(416.93)1,084.28	(370.82) 173.91
Dividend Income	130.60	48.16	55.38	31.23
Less:-Dividend passed to clients	(11.40) 119.20	(14.49)33.67	- 55.38	- 31.23
Total	**1,944.90**	**2,596.29**	**4,158.38**	**2653.33**

* Interest on loan to Related Parties:

(Rs in Millions)

Particulars of Related Parties	31 December 2017	31 March 2017	31 March 2016	31-03-2015 (Proforma)
- Companhia Dos Caminhos De Ferro Da Beira SARL	-	-	252.55	-
- Ircon Infrastructure & Services Ltd.	10.30	26.34	39.11	56.06
- Chhattisgarh East Railway Limited	104.40	62.65	49.18	6.71
- Chhattisgarh East-West Railway Limited	30.60	48.73	4.30	-
- IRCON AFCON JV	-	2.02	7.83	2.74
- Ircon ShivpuriGunaTollway Ltd.	212.80	18.88	-	-
- Ircon PB Tollway Ltd.	112.10	9.66	-	-
	470.20	**168.28**	**352.96**	**65.51**

22Restated Standalone Summary Statement of Operating and Other Expenses (Administrative)

(Rs in Millions)

Particulars	Foot Note	Operating				Other Expenses (Administrative)			
		For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)	For the year ended 31stDecember 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Materials and Stores consumed: Opening Balance		389.20	898.67	584.18	354.94	-	-	-	-

Add: Purchases during the year *		2,095.20		3,210.41		3,675.10		1,965.31		-	-	-	-
		2,484.40		4,109.08		4,259.29		2,320.25		-	-	-	-
Closing Balance		282.50	2,201.90	389.20	3,719.88	898.67	3,360.62	584.18	1,736.07				-
Work Expenses			17,408.30		20,766.72		14,797.16		17,793.34	-	-	-	-
Increase / Decrease in WIP			220.60		(478.55)		50.46		270.93	-	-	-	-
Design, Drawing, Business Development & Consultancy Charges			30.70		134.48		313.20		244.33	-	-	-	-
Inspection, Geo Technical Investigation & Survey Exp. Etc			78.80		135.52		51.24		18.73	-	-	-	-
Repairs and Maintenance of Machinery			46.40		115.03		142.91		264.96	-	-	-	-
Hire charges of machinery			18.90		49.43		99.24		128.79	-	-	-	-
Exchange Fluctuation Loss		451.40		714.85		-		-			-	-	
Less:- Exchange Fluctuation Gain		73.90		331.34		-		-			-	-	
Net Exchange Fluctuation Loss			377.50		383.51		-		-		-	-	-
Rent - Non-residential			36.20		52.87		47.72		37.87	10.00	10.00	1.32	2.33

Rates and Taxes			163.80	302.98	214.42	124.83	12.20	13.78	5.71	20.16
Vehicle Operation and Maintenance			72.30	99.89	89.43	96.39	11.10	13.73	10.13	9.13
Repairs and Maintenance							-			
- Building			1.70	0.67	1.22	1.31	5.90	9.15	5.54	4.18
- Office and Others			33.20	32.25	24.95	34.51	21.50	38.28	27.15	28.06
Power, Electricity and Water charges			18.00	21.95	25.68	36.93	11.90	15.67	16.07	15.51
Insurance			40.40	55.52	51.31	57.20	1.90	0.44	0.27	1.36
Travelling & conveyance			68.00	90.19	85.35	82.81	11.80	22.49	18.24	24.27
Printing & stationery			9.20	11.94	12.77	15.72	5.80	5.57	4.13	5.53
Postage, telephone & telex			10.10	15.08	17.42	23.09	3.60	4.64	5.09	4.51
Legal & Professional charges			80.90	54.47	43.82	34.28	29.60	40.29	29.65	23.32
Security services			19.60	36.84	39.96	43.20	1.40	4.08	2.39	1.40
Business promotion			2.50	3.92	8.81	9.48	2.50	3.38	1.98	1.64
Write-off of :							-			
- Bad debts			-	6.02	3.30	23.70	-	-	-	-
- Bad advances			-	19.93	5.89	9.70	-	-	-	-
- Bad assets			-	1.14	0.20	0.04	-	-	-	-
Loss on sale of Assets/Stores			-	-	-	-	1.10	0.28	0.27	34.34
Amortisation of premium paid on Invest.			-	-	-	-	-	0.01	0.00	-

Director sitting fee			-	-	-	-	1.00	0.72	-	0.22
Donation			-	-	-	-	0.10	0.35	0.06	0.52
Auditors remuneration	(i)		-	-	-	-	3.80	5.99	5.33	4.16
Advertisement & publicity			-	-	-	-	52.80	61.79	36.36	31.94
Training & Recruitment			-	-	-	-	14.10	2.72	5.27	5.99
Corporate social responsibility (Refer Note 46)			-	-	-	-	21.60	58.91	62.41	67.24
Miscellaneous expenses			30.30	28.56	33.86	87.43	14.00	12.71	10.06	14.43
Corporate Overheads			-	-	-	-		-	-	0.04
Provisions (Addition - Write Back) (Refer Note 16)			(185.30)	(90.94)	234.58	(153.41)		-	-	-
Provisions Utilised (Refer Note 16)			(278.00)	(782.88)	(874.85)	(562.22)	-	-	-	-
Total			**20,506.00**	**24,786.43**	**18,880.65**	**20,460.01**	**237.70**	**324.98**	**247.41**	**300.28**

(i) Payment to Statutory Auditors:

(Rs in Millions)

Particulars	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
(a) Audit Fee - current year	2.90	3.26	3.41	2.04
(b) Tax Audit Fees - current year	0.10	1.00	0.67	0.69
(c) Certification Fees	-	0.56	0.35	0.23
(d) Travelling & out of pocket expenses:				
- Local	0.50	0.71	0.77	0.87
- Foreign	0.30	0.47	0.14	0.33
Total	**3.80**	**5.99**	**5.33**	**4.16**

* Includes Exchange gain/ loss due to implementation of Ind AS for Rs.15.20 Million (As at 31st March 2017 : 1.35 Million, 31st March 2016 : Rs. 0.17 Million and 31st March 2015 : Rs. 0.84 Million).

23 Restated Standalone Summary Statement of Employee Remuneration and Benefits

(Rs in Millions)

Particulars	Foot Note	For the year ended 31st December 2017			For the year ended 31st March 2017			For the year ended 31st March 2016			For the year ended 31st March 2015 (Proforma)		
		Operating	Other (Administrative)	Total	Operating	Other Expenses(Administrative)	Total	Operating	Other Expenses(Administrative)	Total	Operating	Other Expenses(Administrative)	Total
Salaries, wages and bonus	(i)	928.10	465.90	1,394.00	999.86	404.18	1,404.04	1,061.51	344.61	1,406.11	1,147.90	383.66	1,531.56
Contribution to provident and other funds		57.20	24.10	81.30	67.92	40.47	108.39	66.60	35.05	101.66	65.80	33.25	99.05
Foreign service contribution		7.40	6.20	13.60	7.63	8.37	16.00	4.09	2.04	6.13	4.69	3.02	7.71
Retirement Benefits		89.00	62.90	151.90	129.24	(172.03)	(42.80)	127.47	102.46	229.95	115.83	102.96	218.79
VRS expenses		-	-	-	-	0.00	0.00	-	-	-	-	-	-
Staff Welfare		8.30	5.20	13.50	12.68	5.43	18.11	14.04	4.81	18.85	18.00	4.72	22.72
Total		**1,090.00**	**564.30**	**1,654.30**	**1,217.33**	**286.42**	**1,503.75**	**1,273.70**	**488.97**	**1,762.69**	**1,352.22**	**527.61**	**1,879.83**

Foot Notes:-
Includes income-tax on non-monetary perks Rs. 1.90 Million (As at 31st March 2017 : Rs. 3.26 Million, 31st March 2016 : Rs. 3.32 Million and 31st March 2015 : Rs. 3.28 Million

24 Restated Standalone Summary Statement of Finance Cost

(Rs in Millions)

Particulars	Foot Note		For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Interest Expense	(i)		3.30	119.40	77.48	-
Other Borrowing Cost - Bank Guarantee & Other Charges			54.20	83.40	88.19	89.32
Interest on Unwinding of financial Instruments			408.30	296.60	109.49	96.61
Amortisation of financial Instruments			46.20	73.10	41.52	30.43
Unwinding of discount on provisions			12.40	33.52	115.21	70.64

Total			524.40	606.02	431.89	287.00

Foot Notes:-

Includes interest on income-tax Rs. 0.03 Million (As at 31st March 2017 :Rs. 96.54 Million, 31st March 2016 : Rs. 74.97 Million and 31st March 2015 : Nil).

25 Restated Standalone Summary Statement of Depreciation, amortization and impairment

(Rs in Millions)

Particulars	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Property, Plant and equipment	92.50	163.38	281.28	188.14
Intangible Assets	3.40	2.30	0.42	1.99
Investment Property	0.30	0.50	0.46	0.39
Impairment of Assets	-	12.59	-	8.68
Total	**96.20**	**178.76**	**282.16**	**199.20**

26 Restated Standalone Summary Statement of Components of Other Comprehensive Income (OCI)

The disaggregation of changes to OCI by each type of reserve in equity is shown below

(Rs in Millions)

Particulars	Remeasurement of Defined benefit plans			
	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Items that will not be reclassified to profit or loss	-	48.18	13.19	3.12
Income Tax relating to Items that will not be reclassified to profit and loss	-	(16.67)	(4.56)	(1.06)
Total	**-**	**31.50**	**8.62**	**2.06**

(Rs in Millions)

Particulars	Foreign Currency Translation			
	For the year ended 31st December 2017	For the year ended 31st March 2017	For the year ended 31st March 2016	For the year ended 31st March 2015 (Proforma)
Items that will be reclassified to profit or loss	370.70	161.58	(574.61)	104.39

Income Tax relating to Items that will be reclassified to profit and loss	(128.30)	(55.92)	259.40	(35.48)
Total	**242.40**	**105.66**	**(315.21)**	**68.91**
Grand Total	**242.40**	**137.16**	**(306.58)**	**70.97**

27. Prior Period Errors

(Rs in Millions)

Particulars	31 March 2016	31 March 2015	1 April 2014
Impact on equity (increase/(decrease) in equity)			
Trade Payable current	33.47	-	(7.15)
Trade Receivables Current			(93.45)
Other Financial Liabilities current	(0.26)	-	
Other Current Assets	(2.95)	-	2.38
Other Current Liabilities	239.80	-	(1.04)
Provision for Legal cases	(5.11)	-	-
Other Financial assets current	6.69	-	
Current Tax Asset			0.38
Net Impact on Equity	**271.65**	**-**	**(98.87)**

Particulars	31 March 2017	31 March 2016	31-March-2015 (Proforma)
Impact on statement in profit and loss (increase/(decrease) in profit)			
Revenue from Operations	(57.16)	74.73	92.38
Other Income	(11.03)	(181.02)	(3.40)
Operating & Other Expenses (Administrative)	(2.13)	(33.42)	8.16
Other Expenses	-	4.52	1.73
Attributable to Equity Holders	**(70.31)**	**(135.19)**	**98.87**

Impact on basic and diluted earnings per share (EPS) (increase/(decrease) in EPS)

Particulars	31 March 2017	31 March 2016	31-March-2015 (Proforma)

Earnings per share for continuing operation			
Basic, profit from continuing operations attributable to equity holders	(0.71)	(1.37)	4.99
Diluted, profit from continuing operations attributable to equity holders	(0.71)	(1.37)	4.99

27A Exceptional Items

(Rs in Millions)

Particulars	31 December 2017	31 March 2017	31 March 2016	31-March-2015 (Proforma)
Profit on Sale of Investments	-	736.94	-	-
Total	**-**	**736.94**	**-**	**-**

Note: - 28
Fair Value measurements
(i) Financial Instruments by Category

(Rs in Millions)

Particulars	As at 31st December 2017			As at 31st March 2017			As at 31st March 2016			As at 31st March 2015 (PROFORMA)		
	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost	FVTPL	FVTOCI	Amortized Cost
Financial Assets												-
(i) Investments												
Tax Free Bonds (including accrued interest)	-	-	3,037.80	-	-	3,092.35	-	-	3,040.25	-	-	1,780.77
Investment in mutual funds	4,234.70	-	-	2,499.14	-	-	1,324.82	-	-	683.91	-	-
	-	-	-	-	-	-	-	-	-	-	-	-
(ii) Trade Receivables	-	-	6,204.20	-	-	4,246.62	-	-	5,254.02	-	-	4,632.67
(iii) Loans	-	-	6,788.10	-	-	4,246.13	-	-	896.86	-	-	1,804.58
(iv) Retention Money and Money Withheld	-	-	1,539.30	-	-	1,418.00	-	-	1,738.22	-	-	1,561.32
(v) Security Deposit with Govt. Dept. & Others recoverable	-	-	927.40	-	-	1,249.43	-	-	949.86	-	-	175.83
(vi) Cash and Cash Equivalents	-	-	4,786.10	-	-	13,947.00	-	-	24,570.25	-	-	11,890.42
(vii) Bank Balances other than (ii) above	-	-	37,460.40	-	-	32,628.33	-	-	20,960.79	-	-	20,324.27

(viii) Others - Financial Assets	-	-	4,732.10	-	-	1,936.59	-	-	1,840.39	-	-	1,359.77
Total Financial Assets	**4,234.70**	**-**	**65,475.40**	**2,499.14**	**-**	**62,764.45**	**1,324.82**	**-**	**59,250.64**	**683.91**	**-**	**43,529.63**
Financial Liabilities												
(i) Trade payables	-	-	4,751.80	-	-	3,634.60	-	-	4,114.81	-	-	4,558.73
(ii) Security Deposits & Retention Money	-	-	7,463.50	-	-	6,327.95	-	-	5,915.95	-	-	5,962.69
(iii) Others - Financial Liability	-	-	362.90	-	-	433.17	-	-	279.63	-	-	160.68
Total Financial Liabilities	**-**	**-**	**12,578.20**	**-**	**-**	**10,395.71**	**-**		**10,310.39**	**-**	**-**	**10,682.10**

(i) Assets and liabilities which are measured at amortized cost and through Profit & loss account for which fair values are disclosed.

(Rs in Millions)

Particulars	**Carrying value**				**Fair value**			
	31 December 2017	**31 March 2017**	**31 March 2016**	**31-03-2015 (Proforma)**	**31 December 2017**	**31 March 2017**	**31 March 2016**	**31-03-2015 (Proforma)**
Financial Asset								
Tax Free Bonds	3,037.80	3,092.35	3,040.25	1,780.77	3,054.90	2,933.22	2,929.80	1,756.10
Investment in mutual funds	4,234.70	2,499.14	1,324.82	683.91	4,234.70	2,499.14	1,324.85	6,839.10
Retention Money and Money Withheld	1,539.30	1,418.00	1,738.22	1,561.32	1,539.30	1,409.99	1,732.17	1,529.40
Security Deposit with Govt. Dept. & Others	927.40	1,249.43	949.86	175.83	927.40	1,249.45	951.42	173.60
Total Assets	**9,739.20**	**8,258.92**	**7,053.15**	**4,201.83**	**9,756.30**	**8,091.80**	**6,938.25**	**10,298.20**
Financial Liabilities								
Amortised Cost								
Trade Payables	4,751.80	3,634.60	4,114.81	4,558.73	4,751.80	3,614.57	4,114.79	4,558.73
Security Deposits & Retention Money	7,463.50	6,327.95	5,915.95	5,962.69	7,463.50	6,274.67	5,977.05	5,962.69
Total Liabilities	**12,215.30**	**9,962.54**	**10,030.75**	**10,521.42**	**12,215.30**	**9,889.24**	**10,091.84**	**10,521.42**

i) The carrying amounts of current trade receivables, trade payables, security deposits and retention money, cash and cash equivalents, bank balances and other financial assets and liabilities are considered to be the same at their fair values, due to their short term nature.

ii) The fair value of long term security deposits, retention money and long term trade payables were calculated based on cash flows discounted using current market rate. They are classified as level 3 fair values hierarchy due to inclusion of unobservable inputs.

iii) Investment in unquoted equity of subsidiaries and joint ventures are stated at carrying value as per Indian GAAP as on 31-3-2015 as per exemption provided by para 10 of IND AS 27.

iv) Loans and Advances given to related parties are at market rate, therefore the carrying amount of such loans and advances are equal to their fair value.

v) Staff loans and advances continue to be carrying at previous GAAP values as measurement impact is immaterial.

Fair value hierarchy

Level 1 - Quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 – Inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices).

Level 3 - Inputs for the assets or liabilities that are not based on observable market data (unobservable inputs).

The following table presents the fair value measurement hierarchy of financial assets and liabilities measured at fair value on recurring basis and at amortised cost

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31December 2017:-

(Rs in Millions)

			Fair value measurement using		
	Date of valuation	**Total**	**Quoted prices in active markets (Level 1)**	**Significant observable inputs (Level 2)**	**Significant unobservable inputs (Level 3)**
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.12.2017	4234.70	4234.70	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.12.2017	3054.90	3054.90	-	-
Retention Money and Money Withheld	31.12.2017	1539.30	-	-	1539.30
Security Deposit with Govt. Dept. & Others	31.12.2017	927.40	-	-	927.40

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31 December 2017:-

(Rs in Millions)

			Fair value measurement using		

	Date of valuation	Total	Quoted prices inactive markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.12.2017	4751.80	-	-	4751.80
Security Deposits & Retention Money	31.12.2017	7463.50	-	-	7463.50

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31March 2017:-

(Rs in Millions)

	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2017	2,499.14	2,499.14	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2017	2,933.22	2,933.22	-	
Retention Money and Money Withheld	31.3.2017	1,409.99	-	-	1,409.99
Security Deposit with Govt. Dept. & Others	31.3.2017	1,249.45	-	-	1,249.45

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31March 2017:-

(Rs in Millions)

		Fair value measurement using			
	Date of valuation	Total	Quoted prices inactive markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.3.2017	3,614.57	-	-	3,614.57
Security Deposits & Retention Money	31.3.2017	6,274.67	-	-	6,274.67
Financial guarantee contracts liability	31.3.2017	0.40	-	-	0.40

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets as on 31March 2016:-

(Rs in Millions)

		Fair value measurement using			
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)

Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2016	1,324.85	1,324.85	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2016	2,929.80	2,929.80	-	-
Retention Money and Money Withheld	31.3.2016	1,732.17	-	-	1,732.17
Security Deposit with Govt. Dept. & Others	31.3.2016	951.42	-	-	951.42

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 31March 2016:-

(Rs in Millions)

			Fair value measurement using		
	Date of valuation	Total	Quoted prices inactive markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.3.2016	4,114.79	-	-	4,114.79
Security Deposits & Retention Money	31.3.2016	5,977.05	-	-	5,977.05
Financial guarantee contracts liability	31.3.2016	1.30	-	-	1.30

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial assets as on 031 March 2015 (PROFORMA):-

(Rs in Millions)

			Fair value measurement using		
	Date of valuation	Total	Quoted prices in active markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial assets measured at fair value on recurring basis:					
Investment in mutual fund	31.3.2015	6,839.10	6,839.10	-	-
Financial assets measured at Amortised Cost for which fair value are disclosed:					
Investment in Tax free Bonds	31.3.2015	1,756.10	1,756.10	-	-
Retention Money and Money Withheld	31.3.2015	1,529.40	-	-	1,529.40
Security Deposit with Govt. Dept. & Others	31.3.2015	173.60	-	-	173.60

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

Quantitative disclosures fair value measurement hierarchy for financial liabilities as on 031 March 2015 (PROFORMA):-

(Rs in Millions)

	Fair value measurement using

	Date of valuation	Total	Quoted prices inactive markets (Level 1)	Significant observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Financial Liabilities measured at Amortised Cost for which fair value are disclosed:					
Trade Payables	31.3.2015	4,558.73	-	-	4,558.73
Security Deposits & Retention Money	31.3.2015	5,962.69	-	-	5,962.69

There have been no transfers among Level 1, Level 2 and Level 3 during the period.

iii Financial risk management

The Company's principal financial liabilities comprise trade and other payables. The Company's principal financial assets include loans to related parties, trade and other receivables, and cash and short-term deposits that derive directly from its operations. The Company also holds investment in mutual funds and tax free bonds. The Company's activities expose it to some of the financial risks: market risk, credit risk and liquidity risk.

a) Market Risk

Market risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of changes in market prices. Market risk comprises Foreign Currency Risk and Interest rate risk. Financial instruments affected by market risk includes trade receivables, trade payable and other non derivative financial instruments.

(i) Foreign Currency Risk

The company operated internationally and is exposed to insignificant foreign currency risk (since receipts & payments in foreign currency are generally matched) arising form foreign currency transactions, primarily with respect to the US $, EURO, YEN, BDT, DZD, LKR, MZN, BTN, ZAR, NPR and MYR. Significant foreign currency risk of company are naturally hedged. (Refer Note No. 36)

ii) Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of a financial instruments will fluctuate because of change in market interest rate. The company manages its interest risk in accordance with the companies policies and risk objective. Financial instruments affected by interest rate risk includes tax free bonds and deposits with banks. Interest rate risk on these financial instruments are very low as interest rate is fixed for the period of financial instruments.

b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers and investment. Credit risk arises from cash held with banks and financial institutions, as well as credit exposure to clients, including outstanding accounts receivable. The maximum exposure to credit risk is equal to the carrying value of the financial assets. The objective of managing counterparty credit risk is to prevent losses in financial assets. The Company assesses the credit quality of the counterparties, taking into account their financial position, past experience and other factors.

Trade and other receivables

The Company's exposure to credit risk is influenced mainly by the individual characteristics of each customer. The demographics of the customer, including the default risk of the industry and country in which the customer operates, also has an influence on credit risk assessment.

The following table gives details in respect of percentage of revenues generated from top five projects.

(Rs in Millions)

Particulars	For the period ended			
	31 December ,2017	**31 March ,2017**	**31 March ,2016**	**31 March ,2015 (Proforma)**

Revenue from top Projects				
Revenue from top 5 Projects	13,084.40	15,095.87	11,626.04	16,251.22
	13,084.40	**15,095.87**	**11,626.04**	**16,251.22**

(i) Provision for Expected Credit Losses
As At 31.12.2017
a) Expected Credit Loss for Trade Receivables under simplified Approach

(Rs in Millions)

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	5,356.10	318.50	386.00	149.70	202.40	6,412.70
Expected Credit rate	0.10%	0.00%	0.00%	4.61%	96.99%	3.25%
Expected Credit losses (Loss provision Allowance)	5.30	-	-	6.90	196.30	208.50
Gross Carrying Amount of Trade Receivables	5,350.80	318.50	386.00	142.80	6.10	6,204.20

b) Expected Credit Loss for loans and investments

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	130.10	6.15%	8.00	122.10
		Interest Accrued on Advances to Staff	-	100%	-	-
		Retention Money & Security Deposit	1,667.70	7.70%	128.40	1,539.30
			1,797.80		**136.40**	**1,661.40**

As At 31.03.2017
b) Expected Credit Loss for Trade Receivables under simplified Approach

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	3,501.54	345.81	324.04	79.33	204.37	4,455.08
Expected Credit rate	0.15%	0.00%	0.00%	8.67%	96.04%	4.68%
Expected Credit losses (Loss provision Allowance)	5.32	-	-	6.88	196.27	208.46
Gross Carrying Amount of Trade Receivables	3,496.22	345.81	324.04	72.45	8.10	4,246.62

b) Expected Credit Loss for loans and investments

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has	Security Deposits and EMD	101.25	7.84%	7.94	93.32

	increased and not credit impaired	Interest Accrued on Advances to Staff	-	100%	-	-
		Retention Money & Security Deposit	1,546.41	8.30%	128.41	1,418.00
			1,647.67		**136.35**	**1,511.32**

As At 31.03.2016

a) Expected Credit Loss for Trade Receivables under simplified Approach

Ageing	**< 6 M**	**> 6 < 12**	**> 12 < 24**	**> 24 < 36**	**> 36**	**Total**
Gross Carrying Amount	4,858.77	191.66	157.28	49.07	155.47	5,412.24
Expected Credit rate	0.00%	0.00%	5.76%	0.00%	95.94%	2.92%
Expected Credit losses (Loss provision Allowance)	-	-	9.07	-	149.16	158.22
Gross Carrying Amount of Trade Receivables	4,858.77	191.66	148.21	49.07	6.31	5,254.02

b) Expected Credit Loss for loans and investments

Particulars		**Assets Group**	**Carrying Value**	**Expected Probability of Default**	**Expected credit Loss**	**Carrying Amount Net of Expected credit Loss**
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	95.81	18.67%	17.89	77.92
		Interest Accrued on Advances to Staff	-	100%	-	-
		Retention Money & Security Deposit	1,878.79	7.48%	140.58	1,738.22
			1,974.61		**158.47**	**1,816.14**

As At 31.03.2015 (Proforma)

a) Expected Credit Loss for Trade Receivables under simplified Approach

Ageing	< 6 M	> 6 < 12	> 12 < 24	> 24 < 36	> 36	Total
Gross Carrying Amount	3,953.68	93.25	420.59	222.96	104.72	4,795.20
Expected Credit rate	0.12%	7.37%	3.54%	14.19%	99.81%	3.39%
Expected Credit losses (Loss provision Allowance)	4.59	6.88	14.90	31.63	104.52	162.52
Gross Carrying Amount of Trade Receivables	3,949.09	86.38	405.69	191.33	0.20	4,632.68

b) Expected Credit Loss for loans and investments

Particulars		Assets Group	Carrying Value	Expected Probability of Default	Expected credit Loss	Carrying Amount Net of Expected credit Loss
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and not credit impaired	Security Deposits and EMD	110.88	21.44%	23.77	87.11
		Interest Accrued on Advances to Staff	-	100.00%	-	-
		Retention Money & Security Deposit	1,705.14	8.43%	143.82	1,561.32
Loss allowance measured at Life Time ECL	Financial assets for which credit risk has increased and credit impaired	Investment *	55.34	100%	55.34	-
		Loans *	254.56	100%	254.56	-
		Interest on Loans *	1.90	100%	1.90	-
			2,127.82		**479.39**	**1,648.43**

*** Assets Group belongs to Joint Venture CCFB, Which has been settled during FY 2015-16**

C) Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they become due. The Company manages its liquidity risk by ensuring, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due.

The Company's corporate treasury department is responsible for liquidity, funding as well as settlement management. In addition, processes and policies related to such risks are overseen by senior management.

The table below provides details regarding the contractual maturities of significant financial liabilities as at 31 December 2017, 31 March 2017, 31 March 2016 and 31 March 2015 (PROFORMA).

(Rs in Millions)

Particulars	As on 31 December ,2017		
	Less than 1 Year	1-2 years	2 Years and above

Trade payables	4,740.70	11.10	-
Other financial liabilities	4,726.00	2,985.10	114.60

Particulars	As on 31 March,2017		
	Less than 1 Year	1-2 years	2 Years and above
Trade payables	2,677.98	5.13	591.22
Other financial liabilities	5,931.09	780.24	1,030.52

Particulars	As on 31 March,2016		
	Less than 1 Year	1-2 years	2 Years and above
Trade payables	3,012.59	30.03	641.89
Other financial liabilities	5,449.45	744.51	646.00

Particulars	As on 31 March,2015 (Proforma)		
	Less than 1 Year	1-2 years	2 Years and above
Trade payables	3,750.99	27.51	457.63
Other financial liabilities	5,727.72	632.31	299.24

c) Excessive risk concentration

Concentrations arise when a number of counterparties are engaged in similar business activities, or activities in the same geographical region, or have economic features that would cause their ability to meet contractual obligations to be similarly affected by changes in economic, political or other conditions. Concentrations indicate the relative sensitivity of the Company's performance to developments affecting a particular industry.

In order to avoid excessive concentrations of risk, the Company's policies and procedures include specific guidelines to focus on the maintenance of a diversified portfolio. Identified concentrations of credit risks are controlled and managed accordingly.

iv Capital Management

The company objective to manage its capital in a manner to ensure and safeguard their ability to continue as a going concern so that company can continue to provide maximum returns to share holders and benefit to other stake holders. Currently company does not have any borrowings.

Further, company manages its capital structure to make adjustments in light of changes in economic conditions and the requirements of the financial covenants. No changes were made in the objectives, policies or processes of managing capital during the **year ended 31st December 2017.**

Note No. 29 : - First-time adoption of Ind-AS

These standalone financial statements of Ircon International Limited for the year ended March 31, 2017 have been prepared in accordance with IndAS. For the purposes of transition to IndAS, the Company has followed the guidance prescribed in IndAS 101-First Time adoption of Indian Accounting Standard, with April 1, 2015 as the transition date and IGAAP as the previous GAAP.

The transition to IndAS has resulted in changes in the presentation of the financial statements, disclosures in the notes thereto and accounting policies and principles. The accounting policies set out in Note 1 have been applied in preparing the standalone financial statements for the year ended March 31, 2017 and the comparative information.

Exceptions / Exemptions availed on first time adoption of Ind AS 101

1. Estimates :

Present estimates should be consistent with estimates made under the previous GAAP unless:

i) There was an error, or

ii) The estimate and related information under previous GAAP is no longer relevant because the entity elects a different accounting policy on the adoption of Ind AS.

In our case present estimates are consistent with estimates made under the previous GAAP

2. De-recognition of financial assets and financial liabilities :

The company has elected to apply the de-recognition requirements for financial assets & financial liabilities in Ind AS 109 prospectively for transactions occurring on or after the date of transition to Ind AS.

3. Classification and measurement of financial assets :

The company has classified and measured the financial assets in accordance with the Ind AS 109, on the basis of facts &circumstances that exist at the date of transition to IndAS.

4. Deemed Cost (Ind-AS 16&Ind AS 38) :

Previous GAAP carrying value to be considered as 'deemed cost' as on transition date for Property, Plant and Equipment (after adjusting decommissioning liabilities, if any), intangibles Assets.

5. Investmentsin subsidiaries,Joint ventures and associates (Ind-AS 27- Separate Financial Statement) :

In Standalone financial statements, investments in subsidiaries, joint ventures and associates to be recorded at deemed cost which is previous GAAP carrying amount at that date.

6. Decommissioning liabilities included in the cost of property, plant and equipment(Ind AS 16 -Property, Plant and Equipment) :

Company has adopted to measure decommissioning liability on the date of transition to Ind AS prospectively. The obligation shall be capitalized as a separate component of PPE, together with the accumulated depreciation from the date the obligation was incurred to the transition date. The amount to be capitalized as part of the cost of the asset shall be calculated by discounting the liability back to the date the obligation initially arose using the best estimate of the historical risk adjusted discount rates. The associated accumulated depreciation shall be calculated by applying the current estimate of the useful life of the asset, using the entity's depreciation policy for the asset.

7. Non-current assets held for sale(Ind-AS 105) :

Company has adopted to measure such assets at transition date at lower of carrying value and fair value and difference, if any, shall be transferred to retained earnings.

Reconciliation of Equity As at 1 April 2015
(at the date of Transition)

(Rs in Millions)

Particulars			Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**ASSETS**					
1	**Non-current assets**					
	(a)	Property, Plant and equipment	9	1,550.15	104.53	1,654.68
	(b)	Capital work-in-progress		3.81	-	3.81
	(c)	Investment Property		2,703.98	-	2,703.98
	(d)	Other Intangible assets		0.30	-	0.30
	(e)	Intangible assets under development		10.06	-	10.06
	(f)	Financial Assets		-	-	-
		(i) Investments	7,14	4,077.91	2.98	4,080.89
		(ii) Trade Receivables	5	500.05	(53.01)	447.05
		(iii) Loans		1,343.07	-	1,343.07
		(iv) Others	5	53.89	(5.23)	48.66
	(g)	Deferred tax assets (Net)	3	2,743.12	(57.59)	2,685.53
	(h)	Other non-current assets	2,5	2,453.32	30.92	2,484.25
				15,439.67	22.60	15,462.27
2	**Current assets**					
	(a)	Inventories	9	1,142.88	1.43	1,144.31
	(b)	Financial Assets				
		(i) Investments		683.91	-	683.91
		(ii) Trade Receivables		5,715.04	-	5,715.04
		(iii) Cash and cash equivalents		11,890.43	(0.92)	11,889.51
		(iv) Bank Balances other than (iii) above		20,324.27	-	20,324.27
		(v) Loans	9	204.10	-	204.10
		(vi) Others		1,484.71	0.00	1,484.72
	(c)	Current Tax Assets (Net)		128.71	-	128.71
	(d)	Other current assets	5	8,068.49	2.05	8,070.54
				49,642.55	2.56	49,645.11

			Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
					-	-	-
	Total Assets				**65,082.21**	**25.16**	**65,107.38**
II.	**EQUITY AND LIABILITIES**						
1	**Equity**						
	(a)	Equity Share Capital			197.96	-	197.96
	(b)	Other Equity			33,337.09	1,683.04	35,020.13
					33,535.05	1,683.04	35,218.09
2	**Liabilities**						
(i)	**Non-current liabilities**						
	(a)	Financial Liabilities			-	-	-
		(ii) Trade Payables		6	83.83	(4.84)	78.99
		(iii) Other financial liabilities		6,14	1,023.68	(214.68)	809.00
	(b)	Provisions		8,9	3,510.35	(112.75)	3,397.60
	(c)	Other Non-Current Liability		6	692.40	158.44	850.84
					5,310.26	(173.82)	5,136.43
(ii)	**Current liabilities**						
	(a)	Financial Liabilities					
		(i) Trade payables		2,9	4,508.48	(31.43)	4,477.05
		(ii) Other financial liabilities		2,9,14	5,247.91	5.29	5,253.20
	(b)	Other current liabilities		2,6,9	10,806.01	(131.60)	10,674.41
	(c)	Provisions		1,2,9	4,510.36	(1,326.32)	3,184.04
	(d)	Current Tax liability (Net)			1,164.15	-	1,164.15
					26,236.91	(1,484.06)	24,752.85
	TotalEquityandLiabilities				**65,082.21**	**25.16**	**65,107.38**

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Note 29
Reconciliation of Equity as at 31st March 2015

(Rs in Millions)

		Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.		**ASSETS**				
1		**Non-current assets**				
	(a)	Property, Plant and equipment	3,9	1,550.15	(42.75)	1,507.40
	(b)	Capital work-in-progress		3.81	-	3.81
	(c)	Investment Property		2,703.98	-	2,703.98
	(d)	Other Intangible assets		0.30	-	0.30
	(e)	Intangible assets under development		10.06	-	10.06
	(f)	Financial Assets				
		(i) Investments	7	4,077.91	0.17	4,078.08
		(ii) Trade Receivables	5	501.05	(22.10)	478.96
		(iii) Loans		1,343.06	-	1,343.06
		(iv) Others	5	52.90	(2.07)	50.82
	(i)	Deferred tax assets (Net)		2,743.12	-	2,743.12
	(j)	Other non-current assets	5	2,453.32	0.08	2,453.40
				15,439.67	(66.67)	15,372.99
2		**Current assets**				
	(a)	Inventories	9	1,142.88	1.49	1,144.37
	(b)	Financial Assets				
		(i) Investments		683.91	-	683.91
		(ii) Trade Receivables		5,715.04	-	5,715.04
		(iii) Cash and cash equivalents		11,890.43	-	11,890.43
		(iv) Bank Balances other than (iii) above		20,324.27	-	20,324.27
		(v) Loans		204.14	-	204.14
		(vi) Others		1,484.68	-	1,484.68
	(c)	Current Tax Assets (Net)		125.60	-	125.60
	(d)	Other current assets	5,9	8,068.49	28.28	8,096.77
				49,639.44	29.77	49,669.21

				Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
					-	-	-
		Total Assets			**65,079.11**	**(36.88)**	**65,042.20**
II.	**EQUITY AND LIABILITIES**						
1	**Equity**						
	(a)	Equity Share Capital			197.96	-	197.96
	(b)	Other Equity			33,337.09	1,337.85	34,674.95
					33,535.05	1,337.85	34,872.91
2	**Liabilities**						
(i)	**Non-current liabilities**						
	(a)	Financial Liabilities					
			(i) Borrowing		-	-	-
			(i) Trade Payables	6	83.83	(3.12)	80.71
			(ii) Other financial liabilities	6	1,023.68	(151.79)	871.89
	(b)	Provisions		8	3,510.35	(129.84)	3,380.49
	(c)	Other Non-Current Liability		6	692.40	42.21	734.60
					5,310.26	(242.54)	5,067.69
(ii)	**Current liabilities**						
	(a)	Financial Liabilities					
			(i) Short Term Borrowing		-	-	-
			(ii) Trade payables		4,508.48	-	4,508.48
			(ii) Other financial liabilities		5,247.91	-	5,247.91
	(b)	Other current liabilities		6	10,806.01	106.75	10,912.75
	(c)	Provisions		1	4,510.36	(1,238.95)	3,271.41
	(d)	Current Tax liability (Net)			1,161.05	-	1,161.05
					26,233.81	(1,132.19)	25,101.60
		Total Equity and Labilities			**65,079.11**	**(36.88)**	**65,042.20**

* The previous GAAP figures have been reclasified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Equity as at 31st March 2016

(Rs in Millions)

		Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**ASSETS**					
1	**Non-current assets**					
	(a)	Property, Plant and equipment	9	1,402.25	61.73	1,463.98
	(b)	Capital work-in-progress		14.98	-	14.98
	(c)	Investment Property		2,781.83	-	2,781.83
	(d)	Other Intangible assets		1.00	-	1.00
	(e)	Intangible assets under development		10.06	-	10.06
	(f)	Financial Assets		-	-	-
		(i) Investments	7,14	6,049.88	2.94	6,052.83
		(ii) Trade Receivables	5	28.07	(2.71)	25.36
		(iii) Loans		857.35	-	857.35
		(iv) Others	5	848.99	(6.73)	842.26
	(g)	Deferred tax assets (Net)	3	2,220.24	2.90	2,223.14
	(h)	Other non-current assets	5	2,500.54	(6.55)	2,493.99
				16,715.20	51.58	16,766.78
2	**Current assets**			-		-
	(a)	Inventories	9	1,406.15	(0.00)	1,406.15
	(b)	Financial Assets		-	-	-
		(i) Investments	12	1,375.23	4.93	1,380.16
		(ii) Trade Receivables	5	7,006.63	(39.75)	6,966.88
		(iii) Cash and cash equivalents		24,570.25	-	24,570.25
		(iv) Bank Balances other than (iii) above		20,960.79	0.00	20,960.79
		(v) Loans	9	39.51	0.00	39.51
		(vi) Others	2,9	2,070.30	4.17	2,074.47
	(c)	Current Tax Assets (Net)		189.78	-	189.78
	(d)	Other current assets	2,5,9,10	6,949.60	63.46	7,013.05
				64,568.23	32.80	64,601.04
						-

			Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
			Total Assets		**81,283.43**	**84.38**	**81,367.81**
II.	**EQUITY AND LIABILITIES**						
1	**Equity**						
	(a)	Equity Share Capital			197.96	-	197.96
	(b)	Other Equity			35,104.61	1,367.48	36,472.09
					35,302.57	1,367.48	36,670.05
2	**Liabilities**				-		-
(i)	**Non-current liabilities**				-		-
	(a)	Financial Liabilities			-		-
			(i) Trade Payables	6	58.21	(1.88)	56.33
			(ii) Other financial liabilities	6,14	1,437.97	(328.92)	1,109.05
	(b)	Provisions		8	1,555.35	(57.55)	1,497.80
	(c)	Other Non-Current Liability		6	9,362.15	203.96	9,566.11
					12,413.68	(184.39)	12,229.29
(ii)	**Current liabilities**				-		-
	(a)	Financial Liabilities			-		-
			(i) Trade payables	2,6,9	4,066.27	(7.79)	4,058.48
			(ii) Other financial liabilities	2,6,9,14	5,102.03	(15.46)	5,086.57
	(b)	Other current liabilities		2,6,9	19,097.64	71.97	19,169.61
	(c)	Provisions		1,2,9	4,688.78	(1,147.43)	3,541.36
	(d)	Current Tax liability (Net)			612.45	-	612.45
					33,567.18	(1,098.71)	32,468.47
					-		-
			Total Equity and Liabilities		**81,283.43**	**84.38**	**81,367.81**

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31st March 2016

(Rs in Millions)

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	2, 9	22,990.95	154.92	23,145.87
	Add :- Company share of turnover in Integrated Joint Operations		1,039.25	0.00	1,039.25
			24,030.20	154.92	24,185.12
II.	Other income	2,5,6,7,10,11,12,14	3,976.99	438.79	4,415.78
					-
III.	**Total Income (I + II)**		28,007.19	593.71	28,600.90
					-
IV.	**Expenses:**				-
	Operating Expenses	2,8,9	18,942.32	(61.66)	18,880.66
	Employee benefits expenses	4,9	1,743.03	19.66	1,763
	Finance costs	5,6,9	165.21	266.68	431.89
	Depreciation, amortization and impairment	9	261.77	20.39	282.16
	Other Expenses (Administrative)	2.9	250.80	(3.39)	247.41
	Proportionate share of expenses in Integrated Joint Operations		972.45	(0.01)	972.44
	Total Expenses (IV).		22,335.58	241.67	22,577.25
			-		-
V.	**Profit/(loss) Before exceptional items and Tax (III - IV)**		5,671.61	352.04	6,023.65
VI.	Exceptional items				
VII.	Profit/(Loss) before tax (V - VI)		-	352.04	6,023.65
VIII.	Tax expense:				
	(1) Current tax				
	- For the year	13	1,306.19	194.34	1,500.53
	- For earlier years (net)		49.78	0.00	49.78
	(2) Deferred tax (net)		522.88	0.00	522.88
	Total Tax Expense (VIII)		1,878.85	194.35	2,073.20
			-		-

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
IX	**Profit/(loss) for the year from continuing operation (VII - VIII)**		3,792.76	157.69	3,950.45
X	**<u>Other Comprehensive Income</u>**				
	A. (i) Items that will not be reclassified to profit or loss	4	-	13.19	13.19
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss	13	-	(4.56)	(4.56)
			-		
	B. (i) Items that will be reclassified to profit or loss	9	-	(574.61)	(574.61)
	(ii) Income Tax relating to Items that will be reclassified to profit or loss	13	-	259.40	259.40
			-		
	Other Comprehensive Income		**-**	**(306.58)**	**(306.58)**
XI	**Total Comprehensive Income for the year (IX +X) (Comprising profit and other comprehensive income for the year)**		**3,792.76**	**(148.90)**	**3,643.86**
XII	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		38.32	(1.50)	36.81
	(2) Diluted		38.32	(1.50)	36.81

* The previous GAAP figures have been reclassified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of total comprehensive income for the year ended 31st March 2015

(Rs in Millions)

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
I.	**Revenue :**				
	Revenue from operations	2, 9	28,616.05	54.33	28,670.42
	Add :- Company share of turnover in Integrated Joint Operations		886.17	-	886.17
			29,502.22	54.33	29,556.59
II.	Other income	2,5,6,7,11	2,577.54	45.93	2,623.46
III.	**Total Income (I + II)**		32,079.76	100.26	32,180.05

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
IV.	**Expenses:**				
	Operating Expenses	2,8,9	20,394.99	91.74	20,486.73
	Employee benefits expenses	4,9	1,883.62	(3.79)	1,879.83
	Finance costs	5,6,8,9	89.31	197.69	287.00
	Depreciation, amortization and impairment	3, 9	100.62	98.58	199.19
	Other Expenses (Administrative)	2.9	306.07	(5.78)	300.27
	Proportionate share of expenses in Integrated Joint Operations		862.31	-	862.31
	Total Expenses (IV).		23,636.92	378.44	24,015.33
V.	**Profit/(loss) Before exceptional items and Tax (III - IV)**		8,442.84	(278.18)	8,164.72
VI.	Exceptional items				
VII.	Profit/(Loss) before tax (V - VI)		8,442.84	(278.18)	8,164.72
VIII.	Tax expense:				
	(1) Current tax				
	- For the year	12	1,969.50	(36.54)	1,932.96
	- For earlier years (net)		408.93	-	408.93
	(2) Deferred tax (net)		270.55	-	270.60
	Total Tax Expense (VIII)		2,648.98	(36.54)	2,612.49
IX	**Profit/(loss) for the year from continuing operation (VII - VIII)**		**5,793.86**	**(241.64)**	**5,552.23**
X	**Other Comprehensive Income**				
	A. (i) Items that will not be reclassified to profit or loss	4		3.12	3.12
	(ii) Income Tax relating to Items that will not be reclassified to profit or loss	12		(1.06)	(1.06)
	B. (i) Items that will be reclassified to profit or loss	9		104.39	104.39
	(ii) Income Tax relating to Items that will be reclassified to profit or loss	12		(35.48)	(35.48)

	Particulars	Foot Notes	INDIAN (GAAP) *	Adjustments	IND AS
	Other Comprehensive Income		**-**	**70.97**	**70.97**
XI	**Total Comprehensive Income for the year (XIII +XIV) (Comprising profit and other comprehensive income for the year)**		**5,793.86**	**(170.67)**	**5,623.20**
XII	Earnings Per Equity Share:				
	(For Continuing Operation)				
	(1) Basic		292.68	(12.21)	280.47
	(2) Diluted		292.68	(12.21)	280.47

* The previous GAAP figures have been reclasified to confirm to Ind-AS presentation requirements for the purpose of this note.

Reconciliation of Total Equity as at 31st March 2016 and 1st April 2015

(Rs in Millions)

Particulars	Note No.	31 March 2016		01 April 2015		As at 31st March 2015 (Proforma)	
Equity Share Capital			197.96		197.96		197.96
Other Equity			35,104.61		33,337.09		33,337.09
Total Equity (shareholder's fund) as per previous GAAP			**35,302.57**		**33,535.05**		**33,535.05**
Adjustments							
Carry forward of Impact on the date of transition		1,683.04		-		1,219.15	
Prior period Adjustment	2	-		201.34			
Proposed Dividend and dividend Tax thereon 15-16	1	1,072.18		-			
Proposed Dividend and dividend Tax thereon 14-15	1	(1,238.95)		1,238.95		1,238.95	
Proposed Dividend and dividend Tax thereon 13-14						(949.57)	
Adjustment for Lease Income	10	-		1.00		-	
Fair Value pof Mutual Fund							
Fair Valuation of Bonds at Amortised Cost	7	-		0.17			
Change in Profit of Foreign Projects							
Discounting of Provisions	8	-		205.30		-	
Exchange difference on Translation	9	-		36.29		-	

Impact of Profit or loss including OCI during 2015-16		(148.78)		-			
Impact of Profit or loss including OCI during 2014-15			**1,367.49**		**1,683.04**	(170.67)	**1,337.86**
Total Equity (shareholder's fund) as per Ind-AS			**36,670.06**		**35,218.09**		**34,872.91**
Equity Share Capital			**197.96**		**197.96**		**197.96**
Other Equity			**36,472.10**		**35,020.13**		**34,674.95**

Reconciliation of Total Comprehensive Income for the year ended 31st March 2016

(Rs in Millions)

Particulars		**31 March 2016**		**31st March 2015 (Proforma)**	
Profit after tax as per previous GAAP			**3,792.76**	**-**	**5,793.86**
Adjustments :					
Remeasurement of Post Employment benefit obligations	4	13.19		(3.12)	
Tax Effect on adjustment for remeasurement of Post Employment Benefit obligations	13	(4.56)		1.06	
Tax Effect on Foreign Exchange from functional to Presentation Currency				35.48	
Prior Period Adjustment	2	(135.19)		98.88	
Restating Effect of CCFB (Exchange Gain)					
Interest income on unwinding of financial instruments	5	39.76		29.39	
Amortisation of financial instrument	6	119.18		102.88	
Interest Expense on unwinding of financial instrument	6	(109.49)		(96.61)	
Amortisation of financial Instruments	5	(41.52)		(30.43)	
Adjustment for Lease Income	10	1.42			
Income from Mutual Funds	12	4.93		(1.73)	
Interest Income on Bonds	7	(0.03)		0.10	
Componentization Effect				(95.61)	
Unwinding of discount on provisions	8	(115.22)		(70.63)	
Discounting of addition of provision made during 2015-16	8	94.18			
Provision at discounted creation during the year				(114.50)	
Exchange gain and deferred tax	13,9	291.04	**157.69**	(96.79)	**(241.63)**
Profit after tax as per Ind-AS			**3,950.45**		**5,552.23**
Other comprehensive Income					
(i) Items that will not be reclassified to profit and loss (including tax)		8.62		2.06	

(ii) Items that will be reclassified to profit and loss (including tax)	(315.21)	**(306.58)**	68.91	**70.97**
Total comprehensive income as per Ind-AS		**3,643.86**		**5,623.20**

Foot Notes:-

1- Proposed Dividend
Company will recognise a liability for dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP as at 31-3-2016 of Rs. 1072.17 Million and as at 1-April 2015 of Rs 1238.95 Million including CDT has been reversed and booked in the year in which it was declared by shareholder in AGM. Therefore, there is decrease in provisions by Rs 1072.17 Million as at 31.03.2016 and by Rs 1238.95 Millions as at 01.04.2015 with corresponding increase in retained earnings by an equivalent amount.

2- Prior Period
"Under Ind-AS 8, Accounting Policies, change in accounting estimates and errors, material prior period error shall be corrected by retrospective restatement. A Prior period income of Rs 205.40 Million was recognised in FY 2015-16 has been restated as at 31 March 2015, This restatement result in to increase in retained earnings with corresponding increase in Assets/ Liabilities by Rs. 205.40 Million as at 01.04.2015.

Prior period income of Rs 70.30 Million for the period ended 31 March 2017 has been reversed during FY 2016-17, out of which expenses of Rs 4.20 Million adjusted in retained earnings in opening balance sheet and income of Rs.74.50 Million has been recognised in FY 2015-16 with corresponding increase/decrease in Assets/ Liabilities. (for details refer note 27)"

3- Deferred Tax
As per Ind-AS company has recognised the deferred tax assets of Rs. 2223.14 Million as at 31-March 2016 and of Rs. 2685.53 Million as at 31 March 2015, therefore there is increase in retained earnings by Rs. 2.90 Million as at 31-March 2016 and of Rs. 57.59 Million as at 31 March 2015.

4- Remeasurement of Defined benefits Plans
Under Ind-AS Actuarial gain & (loss), and its tax component has been recognised in other comprehensive income, under previous GAAP, these Actuarial gain & (loss) are become part of profit and loss, which result in to decrease in employee benefit expenses and increase in other comprehensive income by Rs. 13.19 Million, however there is no impact on Equity.

5- Financial Assets
Security deposits/Retention Money has been recognised at amortised cost of Rs. 25.40 Million as at 31-03-2016 (at fair value of Rs. 447.1 Million as at 01-04-2015) and the difference of Rs. 2.70 Million as at 31-03-2016 (Rs. 53.00 Million as at 01-04-2015) recognisedrecognised as fair value adjustments.

Security deposits with government and others has been recognised at amortised cost of Rs. 331.80 Million at 31-03-2016 (at fair value of Rs. 13.90 Million as at 01-04-2015) and the difference of Rs. 6.70 Million as at 31-03-2016 (Rs. 5.20 Million as at 01-04-2015) recognised as fair value adjustments.

Net impact on non current assets is Rs 6.60 Million (as at 01.04.2015 Rs 30.90 Million) and in current assets by Rs 63.50 Million as at 01.04.2015 Rs 2.00 Million) as at 31.03.2016 including prior period adjustments and translation differences and other Ind-AS adjustments.

During the financial year 2015-16, company had recognised interest income of Rs. 39.80 Million on security deposits and amortisedRs. 41.50 Million from fair value adjustments. This has resulted into decrease in profit by Rs 1.70 Million."

6- Financial Liabilities

Trade payables has been recognised at amortised cost of Rs. 4114.80 Million as at 31-03-2016 (as at fair value of Rs. 4556.00 Million as at 01-04-2015) and the difference of Rs. 9.70 Million as at 31-03-2016 (Rs. 36.30 Million as at 01-04-2015) recognised as fair value adjustments in other liabilities. (above figures included both current and non current)

Deposits and Retention money has been recognised at amortised cost of Rs. 619.40 Million as at 31-03-2016 (at fair value of Rs. 605.90 Million as at 01-04-2015) and the difference of Rs. 345.70 Million as at 31-03-2016 (Rs. 36.30 Million as at 01-04-2015) recognised as as fair value adjustments in other liabilities. (above figures included both current and non current)

Net impact on non current liabilities is Rs 204.00 Million as at 31.03.2016 (as at 01.04.2015 Rs. 15.80 Million) and in current liabilities by Rs 72.10 Million as at 31.03.2016 (as at 01.04.2015 Rs. 130.70 Million) including prior period adjustments and translation differences.

During financial year 2015-16, company recognised interest cost of Rs. 109.40 Million on financial liabilities and amortisation of financial instruments Rs. 117.60 Million. Net impact on profit and loss is Rs 8.20 Million."

7- Investments
Investment in tax free bonds has been recognised at amortised cost as at 31.3.2016 at Rs. 2913.80 Million and as at 01.04.2015 at Rs 1661.98 Million with corresponding increase in Interest income during the year ended 2015-16 by Rs 0.03 Million and increase in retained earnings by Rs 0.17 Million as at 01.04.2015.

8- Provisions
Provisions has been recognised at fair value where time value of money is material, which result in to decrease in retained earnings as at 01.04.2015 by Rs. 205.30 Million including translation difference of foreign operation and decrease in other operating expenses during the FY 15-16 by Rs. 94.18 Million. (above figure includes current &non current figure)

Interest cost of Rs 115.22 Million has been recognised during FY 2015-16 as unwinding of discount on provisions. This has resulted into decrease in profit by Rs. 21.04 Million."

9- Translation to Presentation Currency
Exchange difference of foreign branches whose functional currency is different from presentation currency of company has recognised in other comprehensive income as at 01.04.2015 of Rs 265.20 Million and in other comprehensive income during the FY 2015-16 by Rs (574.61) Million with corresponding increase or decrease in other assets and liabilities. Net impact on equity as at 01.04.2015 is Rs 36.29 Million."

10- Under Ind-AS, Lease income has been recognised on SLM basis where increase has not in line with general inflation, income of Rs 1.00 Million has been recognised in retained earnings as at 01.04.2015 and Rs 1.42 Million in other income during the FY 2015-16 which result in to increase in other equity and in other current assets by same amount.

11- Under the previous GAAP, Investment properties were presented as Property, Plant and Equipment. Under Ind-AS Investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity and on profit as a result of the adjustment

12- Investment in mutual funds
During FY 2015-16 investment in Mutual Funds has been recognised at FVTPL, therefore there is increase in other income by Rs 4.93 Million during FY 2015-16 with corresponding increase in investment in mutual funds."

13- Difference in tax expenses
Difference in tax expenses is due to reclassification of tax items from profit & loss to items of other comprehensive income, there is no impact on equity and tax expenses during financial year 2015-16. However Rs. 2.90 Million has been recognised as deferred tax expenses during financial year 2015-16."

14- Financial Guarantee Contracts

In accordance with Ind AS 109, company has recognised a financial guarantee contracts obligation of Rs. 0.40 Million as at 31.03.2017, Rs. 1.30 Million as at 31.03.2016 and Rs. 2.80 Million as at 01.04.2015. Therefore there is an increase in investment with corresponding increase in other financial liability with the same amount. During financial year 2015-16, the company has recognisedRs. 1.50 Million as amortisation of Financial Guarantee Contracts due to which there is an increase in other Income by Rs. 1.50 Million."

Foot Notes:-

1- Proposed Dividend

Company will recognise a liability for dividend (including dividend distribution tax) in the period when the dividend are approved by the shareholders. Therefore provision made for proposed dividend as per GAAP as at 31-3-2015 of Rs. 1238.95 Millions including CDT has been reversed and booked in the year in which it was declared by shareholder in AGM. Therefore, there is decrease in provisions by Rs 1238.95 Millions as at 31.03.2015 with corresponding increase in retained earnings by an equivalent amount.

2- Prior Period

Under Ind-AS 8, Accounting Policies, change in accounting estimates and errors, material prior period error shall be corrected by retrospective restatement. A Prior period income of Rs (88.98) Millions and Prior Period Expense of Rs. 9.89 Millions wasrecognised in FY 2014-15 has been reversed and this has resulted into increase in the profit of FY 2014-15. Net impact on equity as on 31.03.2015 is nil.

3- Componentization Effect

As per Ind-AS company has recognised additional depreciation of Rs. 95.61 Millions during FY 2014-15, therefore there is decrease in retained earnings by Rs. 95.61 Millions as at 31-March 2015

4- Remeasurement of Defined benefits Plans

Under Ind-AS Actuarial gain & (loss), and its tax component has been recognised in other comprehensive income, under previous GAAP, these Actuarial gain & (loss) are become part of profit and loss, which has resulted into increase in employee benefit expenses and increase in other comprehensive income by Rs. 3.12 Millions , however there is no impact on Equity.

5- Financial Assets

Security deposits/Retention Money has been recognised at amortised cost of Rs. 478.96 Millions as at 31-03-2015 (Non-Current) and the difference of Rs. 21.15 Millions as at 31-03-2015 recognised as fair value adjustments.

Security deposits with government and others has been recognised at amortised cost of Rs. 7.76 Millions at 31-03-2015 (Non - Current) and the difference of Rs. 0.55 Millions as at 31-03-2015 recognised as fair value adjustments.

Net impact on non current assets is Rs 0.08 Millions and in current assets by Rs 28.28 Millions as at 31.03.2015 including translation differences and other Ind-AS adjustments

During the financial year 2014-15, company had recognised interest income of Rs. 29.39 Millions on financial assets and amortisedRs. 30.43 Millions from fair value adjustments. This has resulted into decrease in profit by Rs 1.04 Millions."

6- Financial Liabilities

Trade payables has been recognised at amortised cost of Rs. 4396.75 Millions as at 31-03-2015 and the difference of Rs. 2.99 Millions as at 31-03-2015 recognised as fair value adjustments in other liabilities. (figures includes both current and non current)

Deposits/Retention money and Money Withheld has been recognised at amortised cost of Rs. 5962.69 Millions as at 31-03-2015 and the difference of Rs. 145.96 Millions as at 31-03-2015 recognised as fair value adjustments in other liabilities. (above figures included both current and non current)

Net impact on non current liabilities is Rs 42.21 Millions as at 31.03.2015 and in current liabilities by Rs 106.75 Millions as at 31.03.2015.

During financial year 2014-15, company recognised interest cost of Rs. 96.61 Millions on financial liabilities and amortisation of financial instruments Rs. 102.87 Millions. Net impact on profit and loss is Rs 6.26 Millions."

7- Investments
Investment in tax free bonds has been recognised at amortised cost as at 31.3.2015 at Rs. 1661.98 Millions.

8- Provisions
Provisions has been recognised at fair value where time value of money is material, which has resulted into decrease in other operating expenses during the FY 14-15 by Rs. 114.51 Millions.

Interest cost of Rs. 70.64 Millions has been recognised during FY 2014-15 as unwinding of discount on provisions. This has resulted into decrease in profit by Rs. 70.64 Millions."

9- Translation to Presentation Currency
Exchange difference of foreign branches whose functional currency is different from presentation currency of company has recognised in other comprehensive income during the FY 2014-15 by Rs 68.91 Millions (net of taxes) with corresponding increase or decrease in other assets and liabilities. "

10- Under the previous GAAP, Investment properties were presented as Property, Plant and Equipment. Under Ind-AS Investment properties are required to be separately presented on the face of the balance sheet. There is no impact on the total equity and on profit as a result of the adjustment

11- Investment in mutual funds
During FY 2014-15 investment in Mutal Funds has been recognised at FVTPL, therefore there is decrease in other income by Rs 1.73 Millions during FY 2014-15 with corresponding increase in investment in mutual funds."

12- Difference in tax expenses
Difference in tax expenses is due to reclassification of tax items from profit & loss to items of other comprehensive income, there is no impact on equity and tax expenses during financial year 2014-15. "

30. Contingent liabilities and Contingent Assets:

(I) Contingent Liabilities:

(a) Claims against the company not acknowledge as debt;

- **Rs. 3,820.40** Million (2016-17 Rs. 4,188.20 Million 2015-16 Rs. 5,078.00 Million, 2014-15 Rs. 5,310.70 Million) net of provision of **Rs.5,94.20** Million (2016-17

Rs.564.40 Million, 2015-16 Rs.1113.90 Million, 2014-15 Rs. 88.60 Million). Against this the Company has counter claims of **Rs. 2,617.50** Million (2016-17 Rs. 2,782.40 Million, 2015-16 Rs. 2,093.80 Million, 2014-15 Rs. 1,734.50 Million). Interest on claims is not considered, being unascertainable.

- There are some cases relating to employees/others are pending in the Courts against the Company in respect of which the liability is not ascertainable.

- **Rs. 994.90** Million (2016-17 Rs. 1,365.20 Million, 2015-16 Rs. 2,611.60 Million, 2014-15 Rs. 1,326.60 Million) relating to Direct tax which includes **Rs. 637.20** Million (2016-17 Rs.649.50 Million, 2015-16 Rs. 649.50 Million, 2014-15 Rs. 649.50 Million) on account of appeal filed by Income tax department before Income Tax appellate tribunal (ITAT) against order passed by Commissioner of Income tax (Appeals) in favour of company.

- Indirect tax disputed demands under appeal **Rs. 3,220.20** Million (2016-17 Rs. 2,662.70 Million, 2015-16 Rs. 2,299.50 Million, 2014-15 Rs. 1,860.60 Million) of which **Rs. NIL** (2016-17 Rs. NIL, 2015-16 Rs. 1,104.40 Million, 2014-15 Rs. NIL) has been reimbursed by the client and **Rs. 613.50** Million (2016-17 Rs.613.50 Million, 2015-16 Rs. 288.30 Million, 2014-15 Rs. 1,141.60 Million) are reimbursable from the clients.

(b) Guarantees excluding financial guarantee

In respect of Joint arrangements:

(Rs. in Million)

S.N.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
	Indemnity bond for international Metro Civil Contractor.	**-**	-	12.40	12.40
2	Sales-tax liability of International Metro Civil Contractor	**42.50**	42.50	42.50	42.50
3	Service Tax liability of International Metro Civil Contractor	**10.10**	10.10	10.10	20.20
4	Corporate guarantee to Central Excise in case of Metro Tunnelling Group.	**-**	-	15.40	15.40
5	Bank guarantee in case of Ircon-RCS-PFLEIDERER	**14.00**	14.00	14.00	14.00
6	Income Tax liability in the case of Metro Tunnelling Group	**9.60**	9.60	10.50	8.80
7	Income Tax liability in the case of International Metro Civil Contractor	**-**	-	-	52.90
8	Recovery suit against the International Metro Civil Contractor by M/s Sai Engineers	**0.20**	0.20	0.20	0.20
9	Bank Guarantee in case of Ircon-Afcon JV for Bhairab Railway Bridge Project, Bangladesh.	**140.70**	257.20	523.80	513.40

(c) Other money for which company is contingent liable

Pending disposal of application for extension of time by clients, company is contingently liable to pay liquidated damages to the extent of **Rs. 96.70** Million (2016-17 Rs. 96.70 Million, 2015-16 Rs. 92.70 Million and 2014-15 Rs. 567.00 Million) to the clients.

(II) Contingent Assets:

(Rs in Million)

S.No.	**Particulars**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**
1	Claims raised by Ircon on some of its clients and awarded by arbitrators in favour of Ircon against which clients have gone to court, not accounted for as receivables including interest calculated upto 31.12.2017, 31.03.2017, 31.03.2016 and 31.03.2015 as per arbitration award.	**1,889.50**	1,790.60	1,210.80	1,112.30
2	Counter Claims raised by Ircon on sub-contractors and awarded by arbitrators in favour of Ircon against which sub-contractors have gone to court, not accounted for as receivables	**89.20**	89.20	20.40	20.40
3	Insurance Claim of **USD 0.75 Mn** (2016-17 USD0.82Mn, 2015-16 USD 0.79 Mn) and **Ethiopian Birr 0.72 Mn** (2016-17 ETB 0.95 Mn, 2015-16 ETB 0.91 Mn) equivalent to including interest calculated upto 31.12.2017, 31.03.2017 and 31.03.2016 awarded by Honourable Supreme Court of Ethiopia in favour of Ircon has not been accounted for, pending execution order by High Court of Ethiopia.	**56.40**	55.00	54.70	-

31. Commitments:

a) **(Rs in Million)**

S.No.	**Particulars**	**Nine Month ended 31.12.2017**	**2016-17**	**2015-16**	**2014-15**
1.	Estimated amount of contracts remaining to be executed on capital account (net of advances)	**489.30**	766.80	1,157.50	685.50

b) **Other Commitments: C**ommitments for fund/providing guarantee to/on behalf of subsidiaries/ joint arrangement

(Rs in Million)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
1.	Counter guarantee to Indian Overseas Bank& ICICI Bank for issuance of bank guarantee to subsidiary companies, Ircon Infrastructure& Services Ltd (IrconISL),Ircon PB Tollway Ltd(Ircon PBTL)& Ircon Shivpuri Guna Tollway Ltd (Ircon SGTL).	**1500.00**	1500.00	1500.00	100.00
	Out of the total limit of Rs. 1500 **Million** ,				
	(i) Indian Overseas Bank has issued Bank Guarantees to the extent of	**415.20**	415.20	415.20	100.00
	(ii) ICICI Bank has issued Bank Guarantees to the extent of	**588.50**	-	411.50	-
	(iii) Balance limit for issuance of bank guarantees	**496.30**	1084.80	673.30	-
2.	For subscribing towards balance share of equity (51%) in subsidiary company, Indian Railway Stations Development Corporation Limited.	**-**	204.00	204.00	204.00
3.	Counter guarantee to Indian Overseas Bank issuance of bank guarantee to subsidiary company, Ircon Infrastructure& Services Ltd (IrconISL)				
	Out of the total limit of Rs. 100 **Million**	**100.00**	-	-	-
	(i) Indian Overseas Bank has issued Bank Guarantees to the extent of	**40.20**	-	-	-
	(iii) Balance limit for issuance of bank guarantees	**59.80**	-	-	-
4.	For subscribing towards balance share of equity (26% each) in JV Companies as below				
	(i) Chhattisgarh East Railway Limited	**752.80**	204.20	435.40	1.30
	(ii) Chhattisgarh East-West Railway Limited	**1.30**	1.30	1.30	1.30

5	For subscribing towards share of equity (100%) in Subsidiaries Companies Ircon Devanagere Highways Limited	**217**	-	-	-
6	For subscribing towards shareholder's loan in Subsidiaries Companies Ircon Devanagere Highways Limited	**503**	-	-	-
7	For release of balance shareholder's loan to Joint venture companies as below:				
	(i) Chhattisgarh East Railway Limited	**-**	520.00	-	90.00
	(ii) Chhattisgarh East-West Railway Limited	**-**	-	195.00	390.00
8.	For subscribing towards balance share of equity in subsidiary company, Ircon PB Tollway Limited.	**-**	-	750.00	750.00
9.	For release of balance shareholder's loan of subsidiary company, Ircon PB Tollway Limited	**1111.50**	2720.00	3520.00	3520.00
10.	For release of balance shareholder's loan to joint venture company, Companhia Dos Caminhos De Ferro Da Beira SARL.	**-**	-	8.00	57.50
11.	Counter guarantee to State bank of India for issuance of letter of credit to Joint operation, Ircon Afcons JV,	**-**	22.60	334.00	386.60
12.	An undertaking to Punjab National Bank for non-disposal of 21% of present holding of the company (1,34,12,700 shares of Rs. 10 each) in Joint Venture Company, Ircon-Soma Tollway Private Limited.	**-**	134.13	134.13	134.13
13.	For subscribing towards balance share of equity in subsidiary company, Ircon Shivpuri Guna Tollway Limited	**-**	-	800.00	30.00
14.	For release of balance shareholder's loan to subsidiary company, Ircon Shivpuri Guna Tollway Limited	**2992.90**	5594.60	7221.10	-
15.	For subscribing towards balance share of equity (26% each)) in Joint venture companies				
	(i) Mahanadi Coal Railway Ltd	**12.90**	12.90	12.90	-
	(ii) Jharkhand Central Railway Ltd	**-**	117.00	13.00	-
16.	For subscribing towards balance share of equity (26% each) in Joint venture company, Bastar Railway Private Ltd.	**1.20**	1.20	13.00	-

(c) There are certain claims against the Company not acknowledged as debt **Rs. 18,044.30** Million (2016-17 Rs.8609.80 Million, 2015-16 Rs.7105.70 Million and 2014-15 Rs. 7480.20 Million) net of provisions of **Rs. 11.30** Million (2016-17 Rs.11.30 Million, 2015-16 Rs. Nil and 2014-15 Rs. 694.30 Million). In case such claims against the Company do materialize, it will be reimbursable from the clients. Against this the company has counter claims of **Rs. 16,981.80** Million (2016-17 Rs. 9,509.40 Million, 2015-16 Rs. 6,328.20 Million 2014-15 Rs. 6,482.40 Million). Interest on claims not considered, being unascertainable but would also be reimbursable.

32. The Company is liable to pay **NIL** (2016-17 Rs.7.00 Million, 2015-16 Rs.79.60 Million, 2014-15 Rs. 762.80 Million) on account of taxes on construction profits of Sri Lanka projects which shall be directly reimbursed by Sri Lankan Railway to Sri Lankan Inland Revenue Department. Therefore, the same has not been provided in the books of accounts.

33. (a) Since assessment year 2000-01, the Company has been claiming deduction under Section-80 IA of the Income Tax Act, 1961 in income tax returns, w.r.t. eligible infrastructure construction projects till date.

The Company has filed appeal to ITAT on disallowance by CIT(A) for the said deduction for all assessment years except assessment years 2004-05, 2005-06 and 2007-08 for which the Income Tax department has filed appeal against allowance of deduction by CIT(A).

Accordingly, the Company has made provision for tax without considering the deduction under Section 80-IA since AY 2000-01. Total amount of deduction under section 80IA is **Rs.10,611.20** Million (2016-17 Rs.10,500.30 Million, 2015-16 Rs.10,163.20 Million and 2014-15 Rs. 9,256.30) having tax impact of **Rs.3610.60** Million (2016-17 Rs.3,572.20 Million, 2015-16 Rs.3,470.80 Million and 2014-15 Rs. 3157.00 Million). Disposing appeal for A.Y. 2000-01, ITAT allowed deduction u/s 80IA. Following decision of ITAT, CIT (A) has allowed the deduction for A.Y. 2012-13 & 2013-14. Thus amount of deduction stands reduced to **Rs. 815.98** Million (upto 31.03.2017) having tax impact of **Rs. 280.41** Million (upto 31.03.2017)**.**

b) The company is offering global income for tax in India after excluding the income earned by its permanent establishments in foreign countries having Double Taxation Avoidance Agreements (DTAA) with India, as per settled legal position that such income can be taxed by source country and is not taxable in India. However, CIT (A) denied the treatment of excluding such foreign income and only gave credit for taxes paid out of India on foreign income for the AY 2006-07, 2008-09 and 2009-10.

Jurisdictional Assessing Officer has also started making the assessment in a similar manner from the AY 2010-11 onwards. Though the Company has paid tax accordingly however, it has filed an appeal to Income Tax Appellate Tribunal for all the assessment year under dispute.

Tax involved under DTAA income issue aggregates to **Rs. 2,378.90** Million (2016-17 Rs. 2,378.90 Million, 2015-16 Rs. 4,150.70 Million).

34. (a) The Company had 25% equity stake in Comphanhia Dos Caminhos De Ferro Da Beira SARL Mozambique (CCFB), a Joint Venture Company incorporated as per Mozambican laws in the year 2004 to execute a railway project awarded by the Government of Mozambique (GOM) on BOT basis and had paid USD 1.25 Mn (Rs. 55.30 Million).Other shareholders were RITES & CFM, Mozambique with 26% & 49% share respectively.

(b) On 8th December 2011, Government of Mozambique (GoM) unilaterally terminated the concession agreement and took over the project which in the opinion of company was unlawful and against the provision of agreement. Consequently, CCFB initiated arbitration against the said decision of GoM. Dispute has now been amicably settled with Government of Mozambique on 21st October 2015 through settlement agreement. As per the settlement agreement, IRCON will get in installments an amount of USD 40.31 Million. First installment of USD 17.93 Mn. (equivalent to INR 1217.10 Million) for Ircon's share has been received on 20.01.2016. During the year, second installment of USD 5.595 Mn (Rs.372.70 Million) received on 20.10.2016. Balance three installments of USD 5.595 Mn each are due on 18.10.2017, 18.10.2018 & 18.10.2019 which will be received through the confirmed Letter of Credit opened by Government of Mozambique.

(c) After receipt of upfront payment and establishment of Letter of Credit, Company has transferred its shareholding in Comphanhia Dos Caminhos De Ferro Da Beira SARL Mozambique (CCFB) to CFM/Mozambique Ports and Railway Company, representing the Government of Republic of Mozambique on 22.09.2016. Accordingly, Equity investment of USD 1.25Mnhas been transferred and USD 10.64 Mn (Rs. 736.90 Million) has been recognized as profit on sale of investment in the statement of profit and loss for the financial year 2016-17.

35. (a) Some of the balances shown under debtors, advances and creditors are subject to confirmation / reconciliation/ adjustment, if any. The company has been sending letters for confirmation to parties. However, the Company does not expect any material dispute w.r.t. the recoverability/payment of the same.

(b) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

36. (a)Foreign exchange recognised in the statement of profit and loss:

(Rs in Million)

Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
i) Profit or loss	(377.50)	(383.51)	1084.28	173.91
ii) Other Comprehensive Income	370.70	161.58	(574.61)	104.39
TOTAL	**(6.80)**	**(221.93)**	**509.67**	**278.30**

(b) Disclosure of unhedged foreign currency exposure

The unhedged foreign currency exposure is as under: -

(Rs. in Million)

Particulars	Currency	As at 31st December 2017		As at 31st March 2017		As at 31st March 2016		As at 31st March 2015	
		Foreign Currency in Million	INR Million	Foreign Currency in Million	INR Million	Foreign Currency in Million	INR Million	Foreign Currency in Million	INR Million
Assets :									
Advance to Contractors									
	DZD	-	-	51.80	30.60	37.10	22.60	-	-
	Euro	-	-	-	-	0.10	4.20	0.60	43.60
	ZAR	-	-	27.30	132.40	-	-	-	-
	LKR	-	-	-	-	28.20	12.80	4.00	1.90
	ETB	-	-	0.20	0.60	4.90	15.20	-	-
	MYR	-	-	-	-	0.00	0.50	0.20	3.00
	NPR	-	-	17.50	11.00	17.70	10.00	-	-
	MZN	-	-	-	-	0.60	0.80	0.60	1.00
	USD	-	-	-	-	-	-	0.00	0.80
Trade Receivables									

	BTN	-	-	29.20	29.20	2.60	2.60	-	-
	BDT	-	-	-	-	16.50	13.90	14.10	11.30
	DZD	-	-	196.60	116.50	898.10	547.50	512.90	328.30
	Euro	-	-	1.30	91.60	10.70	783.90	4.60	314.10
	MYR	-	-	4.10	60.20	4.00	69.00	0.40	6.90
	ZAR	-	-	23.90	111.80	-	-	-	-
	USD	-	-	9.10	587.30	9.20	609.00	24.30	1510.90
Cash & Bank Balances									
	BTN	-	-	4.60	4.60	9.00	9.00	-	-
	BDT	-	-	53.90	42.10	9.30	7.90	1.30	1.00
	DZD	-	-	1256.90	741.60	126.50	77.20	296.30	189.60
	ETB	-	-	-	0.10	-	-	0.00	0.10

	Euro	-	-	4.40	296.90	7.80	577.90	13.00	893.20
	LKR	-	-	148.10	63.10	459.60	208.60	194.60	91.40
	MYR	-	-	31.00	453.50	39.70	672.90	16.90	285.00
	ZAR	-	-	11.40	53.40	1.90	8.20	-	-
	MZN	-	-	-	-	0.30	0.30	0.30	0.50
	USD	-	-	32.50	2082.90	11.70	764.50	68.80	4282.70
Other Assets									
	DZD	-	-	27.20	16.40	402.00	245.20	161.70	103.50
	ETB	-	-	0.70	2.10	1.90	5.90	11.30	34.50
	Euro	-	-	0.50	36.80	9.40	700.20	4.30	295.40
	LKR	-	-	-	-	76.70	34.80	161.80	76.00
	MYR	-	-	25.80	378.00	9.90	167.50	1.40	24.30
	ZAR	-	-	1.60	7.50	-	0.10	-	-
	USD	-	-	16.90	1082.60	5.20	345.10	19.40	1204.70
	NPR	-	-	22.40	14.00	22.40	14.00		
	BDT	-	-	-	-	-	-	13.80	11.10

Liabilities :									
Advance from Client									
	BTN	-	-	-	-	21.30	21.30	-	-
	BDT	-	-	1154.50	936.10	7.20	5.70	8.40	6.70
	Euro	-	-	0.70	46.80	1.90	144.10	3.90	268.70
	ZAR	-	-	43.60	211.70	-	-	-	-
	USD	-	-	4.10	266.20	0.70	41.70	1.60	99.80
Trade Payable									
	BTN	-	-	6.70	6.70	5.90	5.90	-	-
	AUD	-	-	-	-	0.10	7.10	0.10	7.10
	BDT	-	-	13.70	11.30	-	-	0.20	0.20
	DZD	-	-	304.40	179.60	250.20	152.60	139.20	89.10
	Euro	-	-	3.30	227.10	8.20	562.80	9.20	631.00
	JPY	-	-	0.50	0.30	101.00	52.50	101.00	52.50
	LKR	-	-	-	-	142.70	64.70	142.00	66.70
	MYR	-	-	2.70	38.90	4.80	82.20	4.20	70.70
	ZAR	-	-	2.40	11.40	-	-	-	-
	MZN	-	-	-	-	41.30	53.50	41.30	69.70
	USD	-	-	18.40	675.00	10.30	504.20	8.30	521.00
Other Liabilities									
	BTN	-	-	3.80	3.80	3.60	3.60	-	-
	BDT	-	-	33.50	27.00	5.00	4.20	3.80	3.10
	DZD	-	-	225.90	133.30	144.20	88.00	309.00	197.70
	ETB	-	-	1.00	2.70	0.20	0.60	0.20	0.50
	Euro	-	-	1.10	76.90	0.90	64.80	1.90	130.10
	LKR	-	-	-	-	98.90	44.90	175.10	82.20
	MYR	-	-	9.90	144.80	0.30	4.90	42.60	719.10
	ZAR	-	-	16.20	78.50	-	-	-	-
	USD	-	-	10.80	714.90	11.30	746.70	8.30	516.70

	NPR	-	-	31.50	19.70	0.30	0.20	-	-
	RM	-	-	-	-	10.50	178.30	-	-

The unhedged foreign currency exposures are naturally hedged.

DZD- Algerian Dinar, ZAR-South African Rand, LKR-Sri Lankan Rupee, ETB-Ethiopian Birr, MYR-Malaysian Ringgit, NPR-Nepalese Rupee, MZN-Mozambican Metical, BTN-Bhutanese Ngultrum, BDT-Bangladeshi Taka, AUD-Australian Dollar, JPY-Japanese Yen

37. Disclosure regarding Leases:

III. Assets taken on operating lease:

The Company's leasing arrangements are in respect of operating leases of premises for residential use of employees, offices, guesthouses and transit camps. Most of the leasing arrangements are cancellable and are usually renewable on mutually agreed terms. The amounts of lease payments during the year are as under:

(Rs. in Million)

	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	Note Reference
(a)	Lease payments (net of recoveries) in respect of premises for residential use of employees	-	3.73	4.32	5.71	included in salaries & wages note 23
(b)	Lease payments in respect of office premises, guesthouses and transit camps	-	6.29	4.90	4.02	included in operating & administrative expenses note 22.

IV. Assets given on operating lease:

(g) The Company has given certain commercial/residential premises on operating lease which are cancellable by giving appropriate notices as per respective agreements.

(h) The Company has also provided Plant & Machinery (Locomotives) on wet lease basis to a foreign client till 31.12.2015.

(i) The amount of lease rent received during the year is as under:

(Rs. in Million)

	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	Note Reference
1	Lease rent in respect of non-residential premises	-	80.10	76.30	70.20	included in miscellaneous income note 21
2	Lease rent in respect of locomotives	-	8.78	358.87	425.95	included in loco lease note 20

(j) Future minimum lease rental receivable as on 31.12.2017,31.03.2017,31.03.2016 and 31.03.2015 in respect of non – cancellable operating lease for each of the following period is as under:

(Rs. in Million)

Lease Rent Receivable	Nine Month ended 31.12.2017	31 March 2017	31 March 2016	31 March 2015
Within One year				
- Premises	-	3.50	3.40	NIL
- Locomotives		NIL	NIL	334.20
After one year but not more than five years	-			
- Premises		20.60	6.60	NIL
- Locomotives		NIL	NIL	NIL
More than five years				
- Premises	-	14.10	NIL	NIL
- Locomotives		NIL	NIL	NIL

(k) Details of assets given on lease during the year:

(Rs. in Million)

Particulars	Nine Month ended 31.12.2017	As at 31st March 2017		As at 31st March 2016		As at 31st March 2015	
		Premises	Locomotives	Premises	Locomotives	Premises	Locomotives
Gross Carrying amount of assets	-	35.10	309.00	100.00	356.60	69.60	356.60
Depreciation for the year	-	0.70	-	1.80	-	1.40	-
Impairment loss for the year	-	-	2.10	-	-	-	-
Accumulated Depreciation	-	4.10	293.50	14.40	338.70	12.20	338.70

38. Segment Reporting:

A. General Information:

(i) The Company has determined reportable operating segments from geographical perspective.

(ii) The Company's source of risk and rewards are derived from the units spread across the globe and hence, International projects and Domestic projects are considered as individual operating segments.

(iii) The operating segments have been reported in a manner consistent with the internal reporting provided to the Chief Operating Decision Maker (CODM).

(iv) These operating segments are monitored by company's Chief Operating Decision Maker (CODM) and strategic decisions are made on the basis of segments results. Segment performance is evaluated based on the profit of each segment.

B. Information about reportable segments and reconciliation to amounts reflected in the financial statements:

(Rs in Million)

Particulars	INTERNATIONAL	DOMESTIC	TOTAL

	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15	**Nine Month ended 31.12.2017**	2016-17	2015-16	2014-15	**Nine Month ended 31.12.2017**	2016-17	2015-16	2014-15
Segment Revenue												
Revenue from External Customers	**3275.70**	2386.7	3258.80	8063.80	**20126.70**	26662.28	19887.07	20589.03	**23402.40**	29048.98	23145.87	28652.83
Add: Company share of turnover in Integrated Joint operations	**129.60**	882.80	835.90	470.70	**-**	16.21	203.34	415.47	**129.60**	899.01	1039.24	886.17
Interest Income	**50.00**	69.70	56.10	98.60	**1176.80**	1972.78	2294.23	2081.81	**1226.80**	2042.48	2350.33	2180.41
Other Income	**13.50**	54.70	648.60	173.30	**704.60**	499.11	1159.45	299.62	**718.10**	553.81	1808.05	472.92
Inter-segment	**-**	-	-	-	**-**	-	-		**-**	-	-	-
Total Revenue	**3468.80**	3393.90	4799.40	8806.40	**22008.10**	29150.38	23544.09	23385.93	**25476.90**	32544.28	28343.49	32192.33
Segment Result												
Profit before Provision, Depreciation, Interest, Exceptional item and Tax	**(402.20)**	(30.64)	2148.80	4396.10	**2414.40**	4818.26	4211.65	3853.39	**2012.20**	4787.62	6360.45	8249.49
Less: Provision & write backs (Net)	**(481.50)**	(427.70)	198.20	(645.50)	**18.20**	336.76	36.38	492.09	**(463.30)**	(90.94)	234.58	(153.41)

Depreciation, amortization and impairment	**32.70**	59.00	155.00	58.20	**63.50**	119.76	127.16	141.00	**96.20**	178.76	282.16	199.20
Interest	**-**	-	-	**-**	**3.30**	119.40	77.48	**-**	**3.30**	119.40	77.48	-
Exceptional Items	**-**	(736.94)	-	**-**	**-**	-	-	**-**	**-**	(736.94)	-	-
PROFIT BEFORE TAX	**46.60**	1075.00	1795.60	4983.40	**2329.40**	4242.34	3970.63	3220.30	**2376.00**	5317.34	5766.23	8203.70
TAX EXPENSE	**0.00**	606.00	408.30	2027.00	**660.50**	1020.89	1664.90	585.42	**660.50**	1626.89	2073.20	2612.42
PROFIT AFTER TAX	**46.60**	469.00	1387.30	2956.40	**1668.90**	3221.45	2305.73	2634.88	**1715.50**	3690.45	3693.04	5591.28

C. Other Information

(Rs in Million)

PARTICULARS	INTERNATIONAL				DOMESTIC				TOTAL			
	Nine Month ended 31.12.2017	**2016-17**	2015-16	2014-15	**Nine Month ended 31.12.2017**	**2016-17**	2015-16	2014-15	**Nine Month ended 31.12.2017**	**2016-17**	2015-16	2014-15
Assets	**7460.80**	6535.60	5662.70	10108.8	**88218.60**	85140.67	75705.08	55178.23	**95679.40**	91676.27	81367.78	65287.03
Liabilities	**7127.20**	5554.00	5267.60	8032.20	**51410.30**	47842.01	39430.14	22141.40	**58537.50**	53396.01	44697.74	30173.60
Investment in Joint Ventures accounted for by the equity method	**-**	**-**	-	-	**3119.20**	2802.22	1055.03	662.10	**3119.20**	2802.22	1055.03	662.10
Non-Current Assets Other than financial instruments, deferred tax assets, net defined benefit assets	**400.80**	397.60	494.20	689.60	**8400.40**	8095.10	6271.63	5989.36	**8801.20**	8492.70	6765.83	6678.96

Capital Expenditure (Addition to PPE, CWIP, Investment Property, Other Intangible Assets and Intangible assets under development)	**26.90**	11.20	0.32	162.30	**419.30**	434.16	200.42	2675.5 4	**446.20**	445.36	211.62	2837.8 4

D. Information about major Customers:

During the period ended December 31, 2017, Operating Revenue of approximately 43.51%(2016-17 38.70%, 2015-16 40.87% and 2014-15 68.95%) derived from a single external customer in Domestic Segment.

39. Interest in other Entities

A- Disclosure in respect of Joint arrangements

(a) Unincorporated Joint operations:

i) For projects in operation:

S. No.	Name of the Joint operations	Principal place of Business	Partner(s) and Country of Origin	Participating Interest (in %) as on 31st March			
				Nine Month ended 31.12.2017	2017	2016	2015
1.	IRCON-SPSCPL	J&K, India	Ircon, India SPSCPL, India	50.00 50.00	50.00 50.00	50.00 50.00	50.00 50.00
2.	IRCON-AFCONS	Bangladesh	Ircon, India Afcons Infrastructure Ltd., India	53.00 47.00	53.00 47.00	53.00 47.00	53.00 47.00
3.	Express Freight Consortium	Gujrat, Maharashtra, India	Mitsui, Japan Ircon, India Tata Project Ltd., India	51.00 30.00 19.00	51.00 30.00 19.00	51.00 30.00 19.00	- - -
4.	Express Freight Railway Consortium	Maharashtra, India	Mitsui, Japan Ircon, India Tata Project Ltd., India	51.00 30.00 19.00	51.00 30.00 19.00	- - -	- - -

ii) For projects which have been completed:

S. No.	Name of the Joint operations	Principal place of Business	Partner(s) and Country of Origin	Participating Interest (in %) as on 31st March

				Nine Month ended 31.12.2017	2017	2016	2015
1	RICON	Delhi NCR, India	rcon, India RITES, India	49.00 51.00	49.00 51.00	49.00 51.00	49.00 51.00
2	RICON- CETA SARL	Mozambique	RICON, India CETA, Mozambique	Nil Nil	Nil Nil	49.00 51.00	49.00 51.00
3	Ircon-COBRA-ELIOP	Delhi NCR, India	Ircon, India COBRA, Spain ELIOP, Spain	61.22 34.35 4.43	61.22 34.35 4.43	61.22 34.35 4.43	61.22 34.35 4.43
4	Ircon- SreeBhawani Builders	Chennai, India	rcon, India Sree Bhawani Builders, India	24.21 75.79	24.21 75.79	24.21 75.79	24.21 75.79
5	Ircon-SMJ Project JV	Tamilnadu, India	Ircon, India Sumber Mitra Jaya, Indonesia	55.00 45.00	55.00 45.00	55.00 45.00	55.00 45.00
6	International Metro Civil Contractor. (IMCC)	Delhi NCR, India	ywidag, Germany Larsen &Tubro Ltd., India Samsung Corp., Korea Shimizu Corp., Japan Ircon, India	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
7	Metro Tunnelling Group (MTG)	Delhi NCR, India	Dywidag, Germany Larsen &Tubro Ltd., India Samsung Corp., Korea Shimizu Corp., Japan Ircon, India	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
8	Ircon-GANNON Dunkerly	Uttar Pradesh, India	Ircon, India GANNON Dunkerly	55.70 44.30	55.70 44.30	55.70 44.30	55.70 44.30
9	Ircon-RCS-PFLEIDERER	J&K, India	Ircon, India Rayalseema Concrete Sleepers Pvt. Ltd, India Pfleiderer Infrastrukturtecnik Gmbh & Co, Germany	65.08 21.87 13.05	65.08 21.87 13.05	65.08 21.87 13.05	65.08 21.87 13.05

(b) Joint-Venture Companies:

S. No	Name of JV Company	Principal place of Business	Shareholders and country of origin	Percentage of Ownership			
				Nine Month ended 31.12.2017	As at 31 March 2017	As at 31 March 2016	As at 31 March 2015
1	CCFB (Companhia Dos Caminhos De Ferro Da Beira SARL) Mozambique	Mozambique	Ircon, India RITES, India CFM, Mozambique	-* - -	-* - -	25.00 26.00 49.00	25.00 26.00 49.00
2	Ircon-Soma Tollway Private Limited. (ISTPL)	Maharashtra, India	Ircon, India Soma Enterprise Limited, India	50.00 50.00	50.00 50.00	50.00 50.00	50.00 50.00
3	Chhattisgarh East Railway Limited (CERL)	Chhattisgarh,India	Ircon,India SECL,India CSIDC	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00
4	Chhattisgarh East-West Railway Limited (CEWRL)	Chhattisgarh,India	Ircon,India SECL,India CSIDC	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00
5	Mahanadi Coal Rail Limited (MCRL)	Odisha, India	Ircon, India MCL, Inda GoO, India	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00	- - -
6	Jharkhand Central Railway Limited (JCRL)	Jharkhand, India	Ircon, India CCL, India GoJ, India	26.00 64.00 10.00	26.00 64.00 10.00	26.00 64.00 10.00	- - -
7	Baster Railway Pvt. Ltd. (BRPL)	Chhattisgarh,India	Ircon, India NMDC, India SAIL, India CMDC, India	26.00 43.00 21.00 10.00	26.00 43.00 21.00 10.00	- - - -	- - - -
8	Indian Railway Station Development Corporation Limited**	New Delhi, India	Ircon, India RLDA	50% 50%	- -	- -	- -

*Shares transferred on 22.09.2016

(c) Statement of Income, Expenditure, Profit, Assets & Liabilities of Joint arrangements

(Rs. in Million)

S.NO.	Jointly Control Entities	Financial Year	Particulars					
			Income	Expenditure	Profit	PPE	Current/Non-Current Assets	Liabilities

1	RICON	31.12.2017	**-**	**(1.70)**	**1.30**	**-**	**105.80**	**3.20**
		2016-17	3.20	1.20	2.00	-	105.00	3.70
		2015-16	3.70	1.00	2.70	-	103.40	4.10
		2014-15	3.80	1.30	2.50	-	106.70	10.10
2	IMCC	31.12.2017	**-**	**(0.10)**	**-**	**-**	**35.60**	**9.20**
		2016-17	0.20	0.10	0.10	-	35.60	9.30
		2015-16	0.50	0.60	(0.10)	-	35.50	9.20
		2014-15	-	0.40	(0.40)	-	42.10	9.30
3	MTG	31.12.2017	**-**	**(1.30)**	**1.30**		**41.60**	**1.00**
		2016-17	3.20	1.40	1.80	-	41.90	1.00
		2015-16	3.90	1.90	2.00	-	52.20	1.20
		2014-15	-	(2.80)	2.80	-	50.60	1.50
4	IRCON-SPSCPL	31.12.2017	**-**	**-**	**-**	**2.50**	**30.80**	**30.30**
		2016-17	9.70	9.70	-	2.50	38.80	33.30
		2015-16	195.20	195.20	-	3.00	53.60	61.80
		2014-15	411.70	411.70	-	0.80	134.30	102.80
5	IRCON-AFCONS	31.12.2017	**129.60**	**90.30**	**39.30**	**-**	**347.90**	**308.60**
		2016-17	882.80	551.80	331.00	3.80	369.10	260.50
		2015-16	835.90	774.00	61.90	20.90	399.90	385.00
		2014-15	470.70	451.70	19.00	76.90	484.40	548.10
6	CCFB (Companhia Dos Caminhos De Ferro Da Beira SARL) Mozambique	31.12.2017	-	-	-	-	-	-
		2016-17	-	-	-	-	-	-
		2015-16	32.30	18.50	13.80	-	293.10	199.60
		2014-15	14.70	55.00	(40.30)	0.20	1319.50	1265.30
7	Ircon-Soma Tollway Private Limited. (ISTPL)	31.12.2017	**666.20**	**587.70**	**78.50**	**4.20**	**2522.60**	**2221.20**
		2016-17	789.50	731.00	58.50	9.80	5759.00	5314.30

		2015-16	1039.0	983.70	55.30	10.30	6663.90	6336.60
		2014-15	831.30	909.60	(78.30)	4870.6	550.10	5369.40
8	Chattisgarh East Railway Limited (CERL)	31.12.2017	**-**	**0.30**	**(0.30)**	**2374.3***	**218.10**	**1798.10**
		2016-17	-	0.40	(0.40)	1926.0	330.90	1462.40
		2015-16	-	0.20	(0.20)	663.40	323.40	626.00
		2014-15	0.10	0.20	(0.10)	95.60	265.00	350.60
9	Chattisgarh East-West Railway Limited (CEWRL)	31.12.2017	**-**	**0.30**	**(0.30)**	**778.40***	**601.80**	**70.80**
		2016-17	-	0.20	(0.20)	708.50	1115.60	514.40
		2015-16	-	0.20	(0.20)	112.00	113.30	215.30
		2014-15	0.10	0.20	(0.10)	5.70	6.80	2.40
10	Mahanadi Coal Rail Limited (MCRL)	31.12.2017	**-**	**-**	**-**	**75.50**	**0.10**	**75.60**
		2016-17	-	-	-	36.90	0.10	36.90
		2015-16	-	-	-	0.20	5.30	5.40
		2014-15	-	-	-	-	-	-
11	Jharkhand Central Railway Limited (JCRL)	31.12.2017	**3.20**	**4.50**	**(1.40)**	**456.50**	**127.00**	**456.50**
		2016-17	1.10	2.80	(1.70)	507.10	94.40	507.10
		2015-16	-	(0.20)	(0.20)	-	-	0.20
		2014-15	-	-	-	-	-	-
12	Baster Railway Pvt. Ltd. (BRPL)	31.12.2017	**0.20**	**6.10**	**(5.90)**	**-**	**28.70**	**25.50**
		2016-17	-	0.30	(0.30)	-	34.60	25.50
		2015-16	-	-	-	-	-	-
		2014-15	-	-	-	-	-	-
13	Indian Railway Station Development Corporation Limited (IRSDC)	31.12.2017	**37.00**	**20.70**	**19.80**	**0.30**	**331.00**	**11.20**
		2016-17	-	-	-	-	-	-
		2015-16	-	-	-	-	-	-

		2014-15	-	-	-	-	-	-
	Total	**31.12.2017**	**836.2**	**706.80**	**132.30**	**3691.7**	**4391.00**	**5011.20**
		2016-17	**1689.7**	**1298.9**	**390.80**	**3194.6**	**7925.00**	**8168.40**
		2015-16	**2110.5**	**1975.1**	**135.00**	**809.80**	**8043.60**	**7844.40**
		2014-15	**1732.4**	**1827.3**	**(94.90)**	**5049.8**	**2959.50**	**7659.50**

***PPE figure includes Capital work in progress.**

9. Contingent Liabilities of the Joint arrangements are disclosed in note 30 (b).

(D). DISCLOSURE IN SUBSIDIARIES

S. No.	**Name of the Subsidiaries**	**Principal place of Business**	**Ownership Interest held by Company**				**Owner Ship held by Non-controlling Interest**			
			31st December 2017	**31st March 2017**	**31st March 2016**	**31st March 2015**	**31st December 2017**	**31st March 2017**	**31st March 2016**	**31st March 2015**
1.	Ircon Infrastructure and Services Limited (IISL)	New Delhi, India	100%	100%	100%	100%	Nil	Nil	Nil	Nil
2.	Indian Railway Station Development Corporation Limited (IRSDC)**	New Delhi, India	Nil	51%*	51%	51%	Nil	49%*	49%	49%
3.	Ircon PB Tollway Limited (IPBTL)	India	100%	100%	100%	100%	Nil	Nil	Nil	Nil
4.	IrconShivpuriGuna Tollway Limited (ISGTL)	India	100%	100%	100%	Nil	Nil	Nil	Nil	Nil
5.	Ircon Devanagare Haveri Highway Limited	India	100%	Nil	Nil	Nil	Nil	Nil	Nil	Nil

*** Ministry of Railway vide letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON, thereby revising the ownership and non-controlling interest to 50:50.**
**** Subsidiary till 10th April, 2017.**

40. Related Party disclosures: Related party to be identified as per IND AS

a) Enterprises where control exists:

(i) Subsidiary Companies: -

- Ircon Infrastructure and Services Limited. (IISL)
- Indian Railway Station Development Corporation Limited. (IRSDC)*
- Ircon PB Tollway Limited. (IPBTL)
- Ircon Shivpuri Guna Tollway Limited (ISGTL)
- Devangare Haveri Highway Limited (IDHHL)

***Ministry of Railway vide letter dated 10.04.2017 has decided to transfer 1% equity to RLDA from IRCON, thereby revising the ownership and non-controlling interest to 50:50.**

(ii) Joint arrangements: -

- Unincorporated Joint operations – As per Note no. 39 (a) above
- Joint Venture Companies – As per Note no. 39 (b) above.

b) Key management personnel:

Whole time Directors:-S/Shri S.K. Chaudhary, M.K.Singh, Deepak Sabhlok and Hitesh Khanna.

Directors (Official Government nominated):- S/Shri Rajiv Chaudhary, S.C Jain w.e.f. 3rd January, 2017 to 17th November, 2017
S/Shri Ved Pal w.e.f 22nd November, 2017.

Independent Directors:- S/Shri Avineesh Matta, Sanjay Kumar Singh, Ms. Vasudha V. Kamat

Company Secretary: - Smt. Sumita Sharma Resigned on 26th October, 2017
Smt. Iti Matta w.e.f 26th October, 2017 to 3rd January, 2018
Smt. Ritu Arora w.e.f 4th January, 2018.

c) Disclosure of transactions with related parties:

(Rs. in Million)

Particulars	**TRANSACTIONS DURING THE YEAR**				**PARTICULARS OF CONTRACTS/ ARRANGEMENTS**
	Nine Month ended 31.12.2017	**2016-17**	**2015-16**	**2014-15**	**Nature of Transaction**
1. Remuneration to key management personnel	As per Note No. 41				

(b above) & Sitting Fees to other Independent Directors					
2. Purchase of Goods & Services (including CSR expenses)/Lease of PPE/Any other transaction					
Subsidiaries (Including)					
Ircon Infrastructure and Services Limited (IISL)	-	-	1.90	4.60	CSR Activities
con Infrastructure and Services Limited (IISL)	-	16.90	66.20	61.70	Hiring of Machinery
Ircon Infrastructure and Services Limited (IISL)	3.70	21.90	67.00	178.30	Man Power Supply
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	22.90	1.80	-	Interest Paid
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	-	-	-	Utility Shifting
Joint Ventures (including)					
Chhattisgarh East Railway Limited (CERL)	-	7.00	-	-	Interest paid
IRCON AFCONS JV	7.20	-	-	-	Purchase of Equipment and Material
Total	**10.90**	**68.70**	**136.90**	**244.60**	
3. Sale of Goods & Services/Interest Income/ Any other transaction					
Subsidiaries (Including)					
Ircon Infrastructure and Services Limited (IISL)	-	-	4.20	11.90	Work Receipts MFCs including consultancy
Ircon Infrastructure and Services Limited (IISL)	10.30	26.30	39.10	-	Interest on loan
Ircon Infrastructure and Services Limited (IISL)	1.20	3.20	1.80	-	Rent for the Premises
Ircon Infrastructure and Services Limited (IISL)	-	1.20	1.20	-	Other operating receipts-MFC
Ircon Shivpuri Guna Tollway Limited (ISGTL)	0.20	0.20	0.20	-	Rent for the Premises
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	2732.60	279.90	-	Work receipts

Ircon Shivpuri Guna Tollway Limited (ISGTL)	212.80	18.90	-	-	Interest on Loan
Ircon PB Tollway Limited (IPBTL)	0.20	0.20	0.30	-	Rent for the Premises
Ircon PB Tollway Limited (IPBTL)	1750.80	1956.60	534.40	-	Work receipts
Ircon PB Tollway Limited (IPBTL)	112.10	9.60	-	-	Interest on Loan
Joint arrangements (Including)					
Ircon-Soma Tollway Private Limited. (ISTPL)		0.30	0.70	-	Rent for the Premises
Companhia Dos Caminhos De Ferro Da Beira SARL (CCFB)	-	-	252.60	-	Interest on Loan
Chhattisgarh East Railway Limited (CERL)	827.80	1300.70	1823.00	276.70	Consultancy & works receipts
Chhattisgarh East Railway Limited (CERL)	223.00	62.60	49.20	-	Interest on Loan
Chhattisgarh East-West Railway Limited (CEWRL)	276.70	375.10	223.30	536.40	Consultancy receipts
Chhattisgarh East-West Railway Limited (CEWRL)	83.70	48.70	4.30	-	Interest on Loan
IRCON AFCONS JV	-	2.00	7.80	-	Interest on Loan
Mahanadi Coal Rail Limited (MCRL)	-	55.40	-	-	Consultancy & work receipts
Total	**3498.80**	**6593.60**	**3222.00**	**825.00**	
4. Equity Investments in Subsidiaries & JVs					
Subsidiaries					
Ircon Infrastructure and Services Limited (IISL)	-	-	-	250.00	
Ircon PB Tollway Ltd	-	750.00	-	900.00	
IrconShivpuriGuna Tollway Limited (ISGTL)	-	800.00	700.00	-	
Ircon Devanagare Haveri Highway Limited (IDHHL)	0.50	-	-	-	
Joint Venture					

Chhattisgarh East Railway Limited (CERL)	-	434.06	390.00	11.70	
Chhattisgarh East-West Railway Limited (CEWRL)	-	1300.00	-	11.70	
Mahanadi Coal Rail Limited (MCRL)	-	-	0.13	-	
Baster Railway Pvt. Ltd. (BRPL)	-	1.18	-	-	
Jharkhand Central Railway Limited (JCRL)	-	13.00	-	-	
CCFB		(55.34)	-	-	Disinvestment
Indian Railway Station Development Corporation Limited (IRSDC)	200.00	-	-	-	Application money for share issue
Indian Railway Station Development Corporation Limited (IRSDC)	(4.00)	-	-	-	Disinvestment
5. Loan To Subsidiaries & Joint Arrangements					
Subsidiaries					
Ircon Infrastructure and Services Limited (IISL)-*Loan Disbursed*	-	-	-	65.00	
Ircon Infrastructure and Services Limited (IISL)-*Loan Repayment*	-	(45.80)	(40.00)	(231.50)	
Ircon PB Tollway Limited (IPBTL)-*Loan Disbursed*	1608.50	800.00	-	-	
IrconShivpuriGuna Tollway Limited (ISGTL)- *Loan Disbursed*	2601.70	1626.50	-	-	
Joint arrangements					
Companhia Dos Caminhos De Ferro Da Beira SARL (CCFB)- *Loan Disbursed*	-	-	50.50	71.20	
Chhattisgarh East Railway Limited (CERL)- *Loan Disbursed*	260.00	780.00	90.00	300.00	
Chhattisgarh East Railway Limited (CERL)- *Loan Repayment*	(1630.60)	-	-	-	

Chhattisgarh East-West Railway Limited (CEWRL)- *Loan Disbursed*	-	195.00	195.00	-	
IRCON AFCONS JV					
Loan Disbursed	-	75.00	-	181.10	
Loan Repayment	-	(75.00)	(181.10)	-	
6. Reimbursement of deputation staff expenses, rent & other misc. expenses					
Subsidiaries					
Ircon Infrastructure and Services Limited (IISL)	9.10	8.00	34.00	36.00	
Indian Railway Station Development Corporation Limited (IRSDC)	-	15.10	14.80	9.90	
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	2.80	15.50	-	
Ircon PB Tollway Limited (IPBTL)	0.30	9.10	4.00	-	
Ircon Devanagare Haveri Highway Limited (IDHHL)	-	-	-	-	
JVs					
Ircon-Soma Tollway Private Limited. (ISTPL)	13.20	5.60	2.10	19.80	Reimbursement
Indian Railway Station Development Corporation Limited (IRSDC)	15.40	-	-	-	Reimbursement
IRCON AFCONS JV	6.20	-	-	-	Reimbursement
Trust					
Ircon Gratuity Trust	59.60	78.20	24.30	-	Reimbursement
Ircon Employees Contributory PF Trust	83.40	285.20	259.90	238.20	Contribution to Trust
Ircon Pension Trust	54.30	76.10	305.80	-	Contribution to Trust
Ircon Medical Trust	-	33.80	59.70	120.00	Contribution to Trust
Total	**241.50**	**513.90**	**720.10**	**423.90**	

Disclosure of amount due to/from related parties

(Rs in Million)

Particulars	AMOUNT			
	As at 31.12.2017	**As at 31-03-2017**	**As at 31-03-2016**	**As at 31-03-2015**
Amount Receivables				
(1) Equity Investment in Subsidiaries & JV				
Subsidiaries	**3800.50**	**4004.00**	**2454.00**	**1754.00**
Ircon Infrastructure and Services Limited (IISL)	650.00	650.00	650.00	650.00
Indian Railway Station Development Corporation Limited (IRSDC)	-	204.00	204.00	204.00
Ircon PB Tollway Limited (IPBTL)	1650.00	1650.00	900.00	900.00
Ircon Shivpuri Guna Tollway Limited (ISGTL)	1500.00	1500.00	700.00	-
Ircon Devanagare Haveri Highway Limited (IDHHL)	0.50	-	-	-
Joint Venture	**3130.90**	**2813.89**	**1110.37**	**717.44**
CCFB	-	-	55.34	55.34
Indian Railway Station Development Corporation Limited (IRSDC)	200.00	-	-	-
Ircon-Soma Tollway Private Limited. (ISTPL)	641.50	641.50	641.50	638.70
Chhattisgarh East Railway Limited (CERL)	835.80	835.76	401.70	11.70
Chhattisgarh East-West Railway Limited (CEWRL)	1311.70	1311.70	11.70	11.70
Mahanadi Coal Rail Limited (MCRL)	0.10	0.13	0.13	-
Jharkhand Central Railway Limited (JCRL)	130.00	13.00	-	-
Baster Railway Pvt. Ltd. (BRPL)	11.80	11.80	-	-

(2) Loan outstanding to Subsidiaries & JV**				
Subsidiaries	**4429.50**	**2681.40**	**275.00**	**315.00**
Ircon Infrastructure and Services Limited (IISL)	125.00	229.20	275.00	315.00
Ircon PB Tollway Limited (IPBTL)	2520.60	808.70	-	-
Ircon Shivpuri Guna Tollway Limited (ISGTL)	4441.00	1643.50	-	-
Joint Venture	**-**	**1714.40**	**585.00**	**1440.50**
CCFB	-	-	-	959.40
Ircon-Afcons JV	-	-	-	181.10
Chhattisgarh East Railway Limited (CERL)	-	1276.70	390.00	300.00
Chhattisgarh East-West Railway Limited (CEWRL)	-	437.70	195.00	-
(3) For Other Services, reimbursements etc.				
Subsidiaries				
Ircon Infrastructure and Services Limited (IISL)	0.80	-	21.90	32.30
Indian Railway Station Development Corporation Limited (IRSDC)	-	4.80	3.60	2.70
Ircon PB Tollway Limited (IPBTL)	17.70	3.76	0.21	-
Ircon Shivpuri Guna Tollway Limited (ISGTL)	3.90	7.00	190.40	-
Ircon Devanagare Haveri Highway Limited (IDHHL)	-	-	-	-
Joint Arrangements				
CCFB		-	-	7.80
Indian Railway Station Development Corporation Limited (IRSDC)	4.40	-	-	-
Ircon-Soma Tollway Private Limited (ISTPL)	77.50	771.00	722.00	725.00

Chhattisgarh East Railway Limited (CERL)	3.10	412.90	672.80	44.30
Chhattisgarh East-West Railway Limited (CEWRL)	3.60	52.90	38.80	4.10
Mahanadi Coal Rail Limited (MCRL)	3.70	47.20	-	-
RICON	-	4.40	-	-
Trust				
Ircon Gratuity Trust	16.70	22.60	24.30	-
Amount Payable				
1) For Other Services				
Subsidiaries				
Ircon PB Tollway Limited	-	-	-	-
Ircon Infrastructure and Services Limited (IISL)	36.30	59.30	94.10	72.60
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	-	301.70	-
Joint Arrangements				
Chhattisgarh East Railway Limited (CERL)	438.30	281.50	184.80	-
Chhattisgarh East-West Railway Limited (CEWRL)	309.20	185.70	-	-
Ircon-Soma Tollway Private Limited. (ISTPL)	-	-	-	-
IRCON AFCONS	78.00	78.00	-	-
Mahanadi Coal Rail Limited (MCRL)	-	0.20	-	-
2) Advance work receipts				
Subsidiaries				
Ircon Shivpuri Guna Tollway Limited (ISGTL)	-	130.90	-	-
Joint Venture				
Mahanadi Coal Rail Limited (MCRL)	31.30	55.20	-	-
Bastar Railway Pvt Ltd	97.80	-	-	-
3) Advance Received				
Joint Venture				

Jharkhand Central Railway Limited (JCRL)	-	50.00	-	-

**Includes Interest accrued

d)**Transaction with the Related Government entities**

Apart from transactions reported above, the company has transactions with related Government entities which includes but not limited to the following:

Name of Government: Ministry of Railways, Government of India (Significant control over company)

Certain significant transactions & Closing balances:

Transactions during the year:

(Rs. in Million)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
i)	Sales	10183.50	12652.00	10953.30	15814.20
ii)	Interest Passed on	1162.60	1593.60	549.60	258.60
iii)	Dividend Paid	-	1837.30	1816.30	1599.10

Note: Purchases are heterogeneous in nature, thus immaterial. Hence not disclosed.

Closing balances: (Rs. in Million)

S.No.	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
i)	Receivable	870.90	881.60	2175.80	1731.10
ii)	Billable revenue/receivables not due	673.40	685.00	1400.60	3563.40
iii)	Claims recoverable	-	8.70	28.60	29.00
iv)	Advance Received	23311.30	32,473.60	25,453.20	9086.80
v)	Advance work receipts	14.20	3.80	-	-

41. Details of remuneration to Directors/Key Managerial Person:

(Rs. in Million)

S.No	Particulars	Nine Month ended 31.12.2017	2016-17	2015-16	2014-15
I	Salary & allowances*	10.50	15.10	17.40	17.80
II	Contribution to provident fund, pension	1.30	1.40	2.00	1.00
III	Reimbursement of medical expenses	0.10	0.30	0.30	0.30
IV	Sitting fee	1.00	0.70	0.00	0.20
V	Other benefits	4.80	3.30	2.70	2.70
	TOTAL	**17.70**	**20.80**	**22.40**	**22.00**

* Figures of 2016-17 include PRP (2014-15) of Rs. 3.00 Million paid during the year;2015-16 include PRP (2013-14) of Rs.4.70 Million paid during the year; 2014-15 include PRP (2012-13) of Rs. 6.40 Million paid during the year.

Recovery as applicable has been made from Directors who have been provided with Company accommodation and car.

42. During the year, Company has carried out assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realisable value and carrying cost in terms of Ind AS 36, “Impairment of Assets” notified under section 133 of the companies Act, 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules, 2015 and Companies (Indian accounting standards) Amendment Rules 2016. Accordingly, impairment loss of **Rs. NIL** (Rs. 12.59 Million for FY 2016-17 Rs. 0.02 Million for FY 2015-16 and Rs.8.7 Million for FY 2014-15) has been provided for."

43. Disclosure under Ind AS-19 on Employee benefits

Provident Fund

The Company pays fixed contribution of Provident Fund at a pre-determined rate to a separate trust, which invests the funds in permitted securities. The trust is required to pay a minimum rate of interest on contribution to the members of the trust. The amount available in the fund including the returns on investment is greater than the obligation of the company. During the year, the Company has contributed **Rs.52.10 Million** (Rs.108.40 Million for FY 2016-17 Rs.101.40 Million for FY 2015-16 and Rs.99.10 Million for FY 2014-15) to the trust.

Gratuity

The Company has implemented IRCON Employees Group Gratuity Scheme to provide financial assistance to the employees of the Company as a social security measure on the termination of their employment due to superannuation, retirement, resignation, physical incapacitation or death. The scheme is managed by a separate Trust formed in the year 2015-16 for this purpose and approved by the Income Tax Authorities. Funds of the Trust are managed by LIC of India. As on 31.12.2017, an asset of **Rs.16.70 Million** has been booked in the books of accounts based on actuarial valuation.

Pension

The Company has implemented IRCON Defined Contribution Superannuation Pension Scheme, 2009 w.e.f. 01.04.2009, for all regular employees drawing pay in IDA scale who would complete 15 years of service in the Company (including service in other CPSEs) upto normal retirement date. The scheme is managed by a separate Trust formed in the year 2015-16 for this purpose and approved by the Income Tax Authorities. Company’s share of contribution amounting to **Rs. 54.30 Million** for the period from 01.04.2017 to 31.12.2017 has been paid and accounted for during the year 2017-18. Liability for the month of December 2017of **Rs. 16.30 Million** (Rs.5.10 Million in March 2017 and Rs.5.00 Million in March 2016 and Nil in March 2015) has been provided in the books of accounts.

Post-Retirement Medical Facility (PRMF)

The Company had established an irrevocable trust by initial one-time contribution of Rs. 120.00 Million during the year 2000-01 for providing annuity, medical and other benefits to the spouse of employees who die in harness as also the medical benefits to the employees (and spouse) who superannuate from the Company. This being a voluntary welfare measure, the Company is not liable for providing such benefits to its employees. However, Company has also kept provision of **Rs.84.70 Million** (Rs.83.20 Million for FY 2016-17 and Rs.42.00 Million for FY 2015-16 and Rs.73.30 Million for FY 2014-15) based on the decision of management.

Leave Encashment

The liability towards encashment of leave as per rules of the Company is recognised on the basis of actuarial valuation except for employees posted in foreign projects. Since, the foreign assignments are treated as dies - non, liability for those employees is provided in the books on accrual basis as the amount is payable to employee on repatriation. However, no actuarial valuation has been made for the period 31.12.2017.

Other Retirement Benefits

Other retirement benefits include settlement at home-town or to the place where he or his family intends to settle in India including Baggage Allowance. The liability on this account is recognized on the basis of actuarial valuation. however no actuarial valuation has been made for the period 31.12.2017

(a) The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet as on 31.03.2017 and 31.03.2016 is as under:

(i) Service Cost

(Rs. in Million)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Current Service Cost	35.50 (35.70)	33.90 (46.90)	0.10 (0.10)	26.30 (24.90)
b)	Past Service Cost including curtailment Gains/Losses	-- (--)	-- (--)	-- (--)	-- (--)
c)	Gains or Losses on Non routine settlements	-- (--)	-- (--)	-- (--)	-- (--)
d)	Difference in HPL leave days balance in Opening	- -	(266.60) (--)	- -	- -
d)	**Total**	**35.50 (35.70)**	**(232.70) (46.90)**	**0.10 (0.10)**	**26.30 (24.90)**

* Except employees posted on Foreign Projects

(ii)Net Interest Cost

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Interest cost on Defined Benefit Obligation	54.00 (53.00)	40.70 (63.90)	0.20 (0.10)	53.50 (41.10)
b)	Interest Income on Plan Assets (Expected)	50.20 (--)	-- (--)	-- (--)	44.50 (40.00)
c)	Net Interest Cost (Income)	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)

* Except employees posted on Foreign Projects

(iii)Changes in Present Benefit Obligation

		Gratuity	Leave Encashment*	LTC	Other Retirement Benefits

S.No.	Particulars				
a)	Present value of obligation as at the beginning of the period	720.60 (663.10)	809.00 (799.00)	2.30 (1.30)	712.70 (608.40)
b)	Difference in HPL leave days balance in Opening	- -	(266.60) (--)	- -	- -
c)	Interest Cost	54.00 (53.00)	40.70 (63.90)	0.20 (0.10)	53.50 (48.70)
d)	Service Cost	35.50 (35.70)	33.90 (46.90)	0.10 (0.10)	26.30 (24.90)
e)	Benefits Paid	(55.60) ((46.50))	(49.00) ((56.50))	(0.80) ((2.10))	(11.10) ((17.30))
f)	Total Actuarial (Gain)/Loss on Obligation	(45.70) (15.40)	(26.60) ((44.30))	1.60 (3.00)	38.20 (48.00)
g)	Present Value of obligation as at the end of the period	708.80 (720.60)	809.00 (527.30)	3.30 (2.30)	819.50 (712.70)

* Except employees posted on Foreign Projects

(iv)Actuarial (Gain)/Loss on Obligation

S.No.	Particulars	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
a)	Actuarial (Gain) Loss on arising from change in Demographic Assumption	-- (--)	-- (--)	-- (--)	-- (--)
b)	Actuarial (Gain)/Loss on arising from change in Financial Assumption	-- (18.90)	-- (30.10)	-- (--)	-- (43.00)
c)	Actuarial (Gain) Loss on arising from Experience Adjustment	(45.70) ((3.60))	(25.60) ((74.40))	1.60 (3.80)	38.20 (4.10)

* Except employees posted on Foreign Projects

(v) Actuarial (Gain)/Loss on Plan Asset

S.No.	Particulars	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
a)	Expected Interest Income	50.20 (--)	-- (--)	-- (--)	44.50 (40.00)
b)	Actual Income on Plan Asset	55.60 (30.80)	-- (--)	-- (--)	54.60 (50.50)
c)	LIC Mortality Charges	(2.90) (--)	-- (--)	-- (--)	-- (--)
d)	Actuarial gain (loss) for the year on Asset	2.40 (30.80)	-- (--)	-- (--)	1.00 (10.50)

* Except employees posted on Foreign Projects

(vi) Balance Sheet and related analysis

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Present Value of the obligation at end	708.80 (720.60)	542.40 (809.00)	3.30 (2.30)	819.50 (712.70)
b)	Fair Value of plan assets	717.70 (669.60)	-- (--)	-- (--)	671.10 (593.80)
c)	Unfunded Liability/provision in Balance Sheet	8.80 ((51.10))	(542.40) ((809.00))	(3.30) ((2.30))	(148.30) ((118.90))
d)	Unfunded liability recognized in Balance Sheet	8.80 ((51.10))	(542.40) ((809.00))	(3.30) ((2.30))	(148.30) ((118.90))

* Except employees posted on Foreign Projects

(vii)The amounts recognized in the income statement

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits

a)	Service Cost	35.50 (35.70)	(232.70) (46.90)	0.10 (0.10)	26.30 (24.90)

b)	Net Interest Cost	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)
c)	Net actuarial (gain)/ loss recognized in the period	-- (--)	(2.56) ((4.43))	-- (--)	-- (--)
d)	Expense recognized in the Income Statement	39.30 (88.70)	(217.60) (66.50)	0.30 (0.20)	35.20 (33.60)

* Except employees posted on Foreign Projects

(viii) Other Comprehensive Income (OCI)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Net Cumulative unrecognized actuarial gain/(loss) opening	-- (--)	-- (--)	-- (--)	-- (--)
b)	Actuarial gain/(loss) for the year on PBO	45.70 ((15.40))	-- (--)	(1.60) ((3.00))	(38.20) ((48.00))
c)	Actuarial gain /(loss) for the year on Asset	2.40 (30.80)	-- (--)	-- (--)	10.10 (10.50)
d)	Unrecognized actuarial gain/(loss) at the end of the year	48.10 (15.40)	-- (--)	(1.60) ((3.00))	(28.10)** ((37.50))

* Except employees posted on Foreign Projects

** The unrecognized actuarial loss (OCI) of Rs. 28.10 Million consisting of loss of Rs. 29.70 Million in respect of liability towards Post-Retirement Medical Benefits (PRMB) and gain of Rs. 1.60 Million in respect of liability towards Settlement allowance. Since the liability in respect of PRMB has not been provided as per Actuarial valuation and has been restricted as per DPE guidelines, therefore, the OCI in respect of PRMB, as per Actuarial valuation, has not been considered."

(ix)Change in plan assets

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits

a)	Fair value of plan assets at the beginning of the period	669.60 (--)	-- (--)	--	593.80 (500.50)
b)	Actual Income on plan assets	55.60 (30.80)	-- (--)	--	54.60 (50.50)
c)	LIC Mortality Charges	(3.00) (--)	-- (--)	--	-- (--)
d)	Employer contribution	51.10 (663.10)	-- (--)	--	33.80 (59.70)
e)	Benefits paid	(55.60) ((24.30))	-- (--)	--	(11.00) ((17.00))
f)	Fair value of plan assets at the end of the period	717.70 (669.60)	-- (--)	--	671.20 (593.80)

* Except employees posted on Foreign Projects

(x) Major categories of plan assets (as percentage of total plan assets)

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Government of India Securities	-- (--)	-- (--)	--	-- (--)
b)	State Government securities	-- (--)	-- (--)	--	-- (--)
c)	High Quality Corporate Bonds	-- (--)	-- (--)	--	-- (--)
d)	Equity Shares of listed companies	-- (--)	-- (--)	--	-- (--)
e)	Property	-- (--)	-- (--)	--	-- (--)
f)	Funds Managed by Insurer	100% (100%)	-- (--)	--	100% 100%
g)	Bank Balance	-- (--)	-- (--)	--	-- (--)
	Total	**100%**		**--**	**100%**

* Except employees posted on Foreign Projects

(xi) Change in Net Defined Benefit Obligation

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits

a)	Net defined benefit liability at the start of the period	51.10 (663.10)	809.00 (799.00)	2.30 (1.30)	118.90 (107.90)
b)	Service Cost	35.50 (35.70)	(232.70) (46.90)	0.10 (0.10)	26.30 (24.90)
c)	Net Interest Cost (Income)	3.80 (53.00)	40.70 (63.90)	0.20 (0.10)	8.90 (8.60)
d)	Re-measurements	(48.10) ((15.40))	(25.60) ((44.30))	1.60 (3.00)	28.10 (37.50)
e)	Contribution paid to the fund	(51.10) ((663.10))	-- (--)	-- (--)	(33.80) ((59.70))
f)	Benefit paid directly by the enterprise	-- (22.20)	(49.00) ((56.50))	(0.80) ((2.10))	(0.20) ((0.30))
g)	Net defined benefit liability at the end of the period	(8.80) (51.10)	542.40 (809.00)	3.30 (2.30)	148.30 (118.90)

* Except employees posted on Foreign Projects

(xii) Bifurcation of BPO at the end of the year in current and non-current

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Current Liability (Amount due within one year)	73.10 (74.90)	45.20 (81.10)	0.30 (0.30)	20.10 (11.50)
b)	Non-current liability (Amount due over one Year)	635.70 (645.70)	497.20 (727.90)	3.00 (2.00)	799.30 (701.20)
	Total PBO at the end of the year	708.80 (720.60)	542.40 (809.00)	3.30 (2.30)	819.50 (712.70)

* Except employees posted on Foreign Projects

(xiii) Expected contribution for the next Annual reporting period.

S.No.	Particulars	Gratuity	Leave Encashment*	LTC	Other Retirement Benefits
a)	Service Cost	37.30	37.00	0.20	28.20

		(34.20)	(49.30)	(0.10)	(26.90)
b)	Net interest Cost	(0.70) (22.20)	4.70 (6.70)	0.30 (0.10)	43.90 (42.00)
c)	Net actuarial (gain)/loss recognized in the period	-- (--)	19.00 (20.70)	-- (--)	-- (--)
d)	Expected Expense for the next annual reporting period	36.70 (56.40)	96.60 (130.60)	0.50 (0.20)	72.20 (68.90)

* Except employees posted on Foreign Projects

(xiv) Sensitivity Analysis of the defined benefit obligation.

a) Impact of the change in discount rate					
Sl no	**Particulars**	**Gratuity**	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
	Present value of obligation at the end of the period	708.80	542.40	3.30	819.50
i)	Impact due to increase of 0.50%	(17.00)	(21.20)	(0.10)	(58.00)
ii)	Impact due to decrease of 0.50%	17.50	22.80	0.10	72.50
b) Impact of the change in salary increase					
	Present value of obligation at the end of the period	708.80	542.40	--	--
i)	Impact due to increase of 0.50%	17.40	22.60	--	--
ii)	Impact due to decrease of 0.50%	(17.00)	(21.20)	--	--

* Except employees posted on Foreign Projects

(Previous year figures are shown under bracket () to differentiate from current year figures.)

Sensitivity due to mortality & withdrawals are not material & hence impact of change not calculated.

Sensitiveness as to rate of inflation, rate of pensions in payment, rate of increase of pensions before retirement & life expectancy are not applicable being a lump sum benefit on retirement.

(xv) Actuarial Assumptions

a. Method used — Projected Unit Credit Method
b. Discount rate — 7.50 %
c. Rate of increase in compensation levels — 8.00 %
d. Average outstanding service of employees up to retirement — 12.19 to 12.23 years
e. Estimated term of benefit obligations — 10.05 to 10.14 years

(b) The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet as on 31.03.2015 is as under:

x) Changes in the present value of obligations

(Rs in Million)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Present Value of Obligation as at beginning of the period	618.50	769.50	1.40	12.90
Interest Cost	49.50	61.60	0.10	1.00
Current Service Cost	33.70	46.30	-	0.60
Past Service Cost	-	-	-	-
Benefit Paid	(37.00)	(87.80)	(0.10)	(0.30)
Actuarial (gain)/loss on obligation	(1.50)	9.50	(0.20)	(1.40)
Present Value of Obligation as at the end of the period	663.10	799.00	1.30	12.80

* Except employees posted on Foreign Projects

(ii) Changes in the fair value of plan assets

(Rs in Million)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Fair Value of plan assets as at beginning of the period	-	-	-	-
Expected return on Plan Assets	-	-	-	-
Contributions	-	-	-	-
Benefit Paid	-	-	-	-

Actuarial (gain)/loss on Plan Assets	-	-	-	-
Fair Value of Plan Assets as at the end of the period	-	-	-	-

* Except employees posted on Foreign Projects

(iii) Amount recognised in balance sheet

(Rs in Million)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Present Value of Obligation as at the end of the period	663.10	799.00	1.30	12.80
Fair Value of Plan Assets as at the end of the period	-	-	-	-
Funded Status	(663.10)	(799.00)	(1.30)	(12.80)
Excess of actual over estimated	-	-	-	-
Net liability recognised in the balance sheet	(663.10)	(799.00)	(1.30)	(12.80)

* Except employees posted on Foreign Projects.

(iv) Expenses recognised in statement of profit & loss

(Rs in Million)

	Gratuity	**Leave Encashment ***	**LTC**	**Other Retirement Benefits**
Current Service Cost	33.70	46.30	-	0.60
Past Service Cost	-	-	-	-

Interest Cost	49.50	61.60	0.10	1.00
Expected return on plan assets	-	-	-	-
Net actuarial (gain)/ loss recognised in the year	(1.50)	9.40	(0.20)	(1.40)
Expenses recognised in the statement of profit & loss	81.60	117.30	-	0.20

* Except employees posted on Foreign Projects.

The Company expects to contribute Rs. 87.60 Million for gratuity, Rs. 112.70 Million for leave encashment, Rs. 0.20 Million for LTC and Rs. 2.00 Million for other retirement benefits in the next year.

(v) Actuarial Assumptions

a. Method used — Projected Unit Credit Method
b. Discount rate — 8.00 %
c. Rate of increase in compensation levels — 8.00 %
d. Average outstanding service of employees up to retirement — 13.53 years
e. Estimated term of benefit obligations — 13.53 years

44. Disclosure under IndAS-11 on Revenue from contracts for contracts in progress*

a. Method Used to determine Contract Revenue: - Percentage of completion.
b. Method Used to determine the Stage of completion of Contract in progress: - Proportion of cost incurred of work certified up to the reporting date to the total estimated cost of the contract.
c. Other details:

(Rs. in Million)

	Details	Up to 31.12.2017	Up to 31 March 2017	Up to 31 March 2016	Up to 31 March 2015
(a)	Contract revenue recognized as revenue in the period	-	27,924.60	28,295.60	28,835.50
(b)	Aggregate amount of costs incurred and recognized profits (less recognized losses)	-	129,674.10	195,479.10	206,671.30
(c)	Amount of advances received from client	-	32,886.40	8378.50	8478.30
(d)	Amount of retentions (by client)	-	500.50	996.30	1005.60
(e)	Gross amount due from clients for contract work	-	3056.50	4791.30	4341.20

* excluding projects completed up to 31.12.2017

45. The Company has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Except as disclosed in note no 18.1. Based on this information, there are no other amounts due to Micro, Small and Medium Enterprises as at 31st December 2017 , 31 March 2017, 31 March 2016 and 31 March 2015.

46. Corporate Social Responsibility (CSR):

(Rs. in Million)

S.No.	Particulars	31.12.2017	2016-17	2015-16	2014-15
(i)	Gross amount required to be spent on Corporate Social Responsibility (CSR) by the Company during the year.	**57.50**	68.00	60.30	49.30
(ii)	Actual amount spent on Corporate Social Responsibility (CSR) Activities	**21.60**	58.91	61.50	67.24

Break up of expenditure incurred is as follows:

(Rs. in Million)

S. No.	Description	31.12.201	2016-17	2015-16	2014-15
1.	Eradicating hunger, poverty & malnutrition, promoting preventive healt sanitation & making available safe drinking water	**11.40**	14.50	48.40	30.84
2.	Promoting Education, including special education and employment er vocation skills especially among children.	**5.90**	8.01	9.00	7.60
3.	Setting up homes and hostels for women and orphans, Setting up old age ho care centres and such other facilities for senior citizens.	**0.50**	-	1.80	-
4.	Ensuring environmental sustainability	**-**	31.80	0.50	10.40
5.	Rural Development Projects	**3.80**	4.60	1.80	8.00
6.	Promoting gender equality & empowering women	-	-	-	0.20
7	Protection of national heritage, art & culture	-	-	-	5.20
8	Contribution to Prime Minister Relief Funds or any other fund set up by the Govt. for socio-economic development & relief	-	-	-	5.00
	TOTAL	**21.60**	58.91	61.50	67.24

(ii) Amount spent during the period ended 31th December, 2017.

(Rs. in Million)

S. N	Description	In Cash	Yet to be paid in cash	Total
1.	Construction/acquisition of asset*	3.70	-	**3.70**
2.	Other purposes	17.90	-	**17.90**

*Assets purchased and handed over to respective organisation and are not being held by the Company.

(iii) CSR exp. yet to be incurred is **Rs. 35.90 Million**. Out of the total expenditure incurred on CSR, an amount of **Rs. NIL** (Rs. 9.10 Million in FY 2016-17 and Rs.1.90 Million in FY 2015-16 and Rs. 4.60 Million in FY 2014-15) incurred through Ircon ISL, wholly owned subsidiary of the company.

47. Earnings per share (EPS)

Basic EPS amounts are calculated by dividing the profit for the year attributable to equity holders of the parent by the weighted average number of Equity shares outstanding during the year.

(Amount in Rs.)

Particulars	**31st December 2017**	**31st March, 2017**	**31st March, 2016**	**31st March, 2015**
Basic EPS				
From Continuing operations	17.35	37.28	37.31	282.44
From Discontinued operation	-	-	-	-
Diluted EPS*	17.35	37.28	37.31	282.44

*Diluted EPS amounts are also same as basic EPS because company has no dilutive potential Equity shares.

The following reflects the income and share data used in the basic EPS computations: -

(Rs. in Millions)

Particulars	**31st December 2017**	**31st March, 2017**	**31st March, 2016**	**31st March, 2015**
Profit attributable to equity holders of the company used in calculating EPS:				
From Continuing operations	1715.50	3690.45	3693.04	5591.28
From Discontinued operation	-	-	-	-
Profit attributable to equity holders for Basic Earnings Per Share	1715.50	3690.45	3693.04	5591.28

The following reflects the weighted average number of shares used in calculating basic EPS

(Numbers of Shares)

Particulars	**31st December, 2017**	**31st March, 2017**	**31st March, 2016**	**31st March, 2015**

Weighted average number of Equity shares for basic EPS*	9,88,90,392	9,89,80,000	9,89,80,000	1,97,96,000
Effect of dilution:				
Weighted average number of Equity shares adjusted for the effect of dilution*	9,88,90,392	9,89,80,000	9,89,80,000	1,97,96,000

* The weighted average number of shares takes into account the weighted average effect of changes in treasury share transactions during the year. There have been no other transactions involving Equity shares or potential Equity shares between the reporting date and the date of authorization of these financial statements.

48. Details of Specified Bank Notes (SBN) held and transacted during the period from 8th November 2016 to 30th December 2016.

(Rs.in Million)

Particulars	**SBNs**	**Other Denomination Notes**	**Total**
Closing cash in hand as on 08.11.2016	0.810	0.190	1.000
(+) Permitted receipts	0.007*	4.160	4.167
(-) Permitted Payments	-	3.550	3.550
(-) Amount deposited in Banks	0.817	0.020	0.837
Closing cash in hand as on 30.12.2016	-	0.780	0.780

*Staff imprest returned after demonetisation.

49. On the basis of materiality, the board has decided to change the accounting policy relating to measurement at the time of Initial recognition (change from fair value to transaction value) of financial assets and liabilities in respect of security deposit with client and contractor, Retention money with client and contractor and money withheld with client and contractor.

The impact of the aforesaid change in the accounting policy has been given in the current year since it is impracticable to determine the period specific effect of the change. In the current year the carrying value of the Net financial liabilities have been increased by Rs. 363.80 Million and Net non-financial liabilities have been decreased by Rs. 362.40 Million. The resultant Net impact on current year's Nine Month's Profit and Loss due to aforesaid change in the accounting policy is amounting to (Rs 1.40 Million), which is not material.

50. The Company has engaged agents/consultants to secure contracts and provide other services for foreign projects, being implemented in three countries. Pending assessment of services provided by the agent / consultants, the company has not accounted for expenses aggregating to Rs. 38.90 Million, comprising of **Rs. 0.90 Million** during the current financial year (up to 31.03.2017 Rs. 38.00 million, up to 31.03.2016 Rs. 24.40 Million).

51. In one of the projects under Patna region, management had remitted dues recovered/recoverable as supervision charges on unreturned steel amounting to Rs. 25.10 Million at reduced rate of 1% instead of 14.5% as per the approval of management. Further, Liquidated damages (LD) amounting to Rs. 44.80 Million were waived and the escalation claims amounting to Rs. 35.20 Million were unfreezed to the contractor. Management is of the view that this is as per provisions of the contract, as approved by the competent authority on the merit of the case.

Details are as under:

S.No.	Particulars	Rs. in Million
1.	Supervision charges	25.10
2.	Liquidated charges	44.80
3.	Other charges	1.60
4.	Unfreeze escalation claims	35.20

52. **Financial guarantee**

The Company has issued financial guarantee (undertaking) to Punjab National Bank on behalf of and in respect of term loan facility availed by its Joint venture company, Ircon Soma Tollway Private Limited (ISTPL), to make good 50% of total shortfall in the dues, if any, in the event of termination of the concession agreement. Loan outstanding as on 31.12.2017 is **Rs. NIL** (Rs. 630.70 Million as on 31.03.2017 and Rs. 1131.50 Million as on 31.03.2016 and Rs.1626.00 Million as on 31.03.2015). As per concession agreement, in case of termination for reasons attributable to ISTPL, the company will be called upon to meet only 10% of the outstanding loan amount which as on 31.12.2017 is **Rs. NIL** (Rs. 63.10 Million as on 31.03.2017 and Rs. 113.20 Million as on 31.03.2016 and Rs. 162.60 Million as on 31.03.2015). The said financial guarantee has been recognised as per Ind AS 109. The J.V Co has repaid the loan amount during the current period.

53. Events occurring after Reporting period

(a) Refer to Note 14 for the final dividend recommended by the directors which is subject to the approval of shareholders in the ensuing meeting.
(b) After close of the year 2016-17, increase in Authorized Share Capital to **Rs. 4000 Million** is approved in the Extra Ordinary General Meeting held on 22.05.2017.

54. **Standards issued but not effective for the financial year 2016-17**

a) IND AS 115 Revenue from Contracts with Customers:

MCA had notified IND AS 115 on Revenue from Contracts with Customers in Feb 2015. The standard establishes a new five step model that will apply to revenue arising from Contracts with customer under IND AS 115, revenue is recognized at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The principles in IND AS 115 provide a more structured approach to measuring and recognizing revenue. The new revenue standard is applicable to all entities and will supersede all current revenue recognition requirements under IND AS.

The effective date of IND AS 115 is annual periods beginning on or after 1st January 2018, with early adoption permitted. The Company is required to adopt the standard by the Financial Year commencing 1st April 2018. The Company is currently evaluating the requirements of IND AS 115 and has not yet determined the impact on the financial statements.

b) **Amendment to Ind AS 7 Statement of Cash Flows:**

The amendment to Ind AS 7 requires the entities to provide disclosures that enable users of financial statements to evaluate changes in liabilities arising from financing activities, including both changes arising from cash flows and non-cash changes, suggesting inclusion of a reconciliation between the opening and closing balances in the balance sheet for liabilities arising from financing activities, to meet the disclosure requirement.

The company is evaluating the requirements of the amendment and the effect on the financial statements is being evaluated.

As per our Report of even date attached

For and on behalf of the Board of Directors

For K.G. Somani& Co.

Chartered Accountants
FRN: 006591N

Ashish Batta
Partner
M. No. 095597

M.K. Singh
Director Finance
DIN– 06607392

S.K. Chaudhary
Chairman & Managing Director
DIN -00515672

Ritu Arora
Company Secretary

Place: New Delhi
Date: March 20, 2018

ANNEXURE:-VI Material Adjustment for Restatement of Standalone Profit & Loss

1. Material Regrouping

Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:

The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit / (loss) of the Company is as follows:

RESTATED STANDALONE STATEMENT OF MATERIAL ADJUSTMENT

(Rs in Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31, 2016	As At March 31,2015 (Proforma)
(A) Net Profits as per audited financial statements (A)	1,957.90	3,827.61	3,643.86	5,793.86
Add/(Less) Adjustments on account of:				
Impact of Ind-AS Adjustments				(170.67)
(i) Auditor Qualification impact provided to the financials statement:	-	-	-	
a. Exchange rates difference arising since the company has carrying balances at exchange rates prevalent as on 31st march 2011 instead of Balance sheet date (CCFB)			(257.41)	55.90
ii). Prior Period Adjustments	-	-	-	(16.84)
Total Adjustments (B)	**-**	**-**	**(257.41)**	**(131.61)**
Add/(Less): Tax Impact (C)				
Restated Profit/Loss (A+B+C)	**1,957.90**	**3,827.61**	**3,386.45**	**5,662.25**

(i) Auditor Qualifications

b. The company has been carrying balances at exchange rates prevalent as on 31st March 2011 of shareholder's loan and interest accrued on 31st March 2011 of shareholder's loan and interest accrued thereon from Join t Venture company and not translating at rates prevalent as on balance Sheet date. The restated Financial Statements of FY 2015-16 have been adjusted to such extent.

ANNEXURE:-VII RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

(Rs in Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31,2016	As At March 31,2015(Proforma)
Restated PAT as per P& L Account (Rs. in Millions)	1,715.50	3,690.45	3,693.04	5,591.28

Weighted Average Number of Equity Shares at the end of the year	98,890,392.25	98,980,000.00	98,980,000.00	19,796,000.00
Net Worth (Rs. In Millions)	36,843.84	38,224.62	36,720.06	35,067.12
Earnings Per Share				
Basic (In Rupees)	17.35	37.28	37.31	282.44
Diluted (In Rupees)	17.35	37.28	37.31	282.44
Return on Net Worth(%)	4.66%	9.65%	10.06%	15.94%
Net Asset Value Per share	394.54	386.18	370.98	1,771.07
Nominal Value per Equity share (Rs.)	10.00	10.00	10.00	10.00

Effect of Bonus Issue On Ratios

(Rs in Millions)

Particulars	As at 31st December 2017	As At March 31,2017	As At March 31,2016	As At March 31,2015(Proforma)
Restated PAT as per P& L Account (Rs. in Millions)	1,715.50	3,690.45	3,693.04	5,591.28
Weighted Average Number of Equity Shares at the end of the year(without Bonus effect)	98,890,392.25	19,796,000.00	19,796,000.00	19,796,000.00
Net Worth (Rs. in Millions)	36,843.84	38,224.62	36,720.06	35,067.12
Earnings Per Share (without Bonus effect)				
Basic (In Rupees)	17.35	186.42	186.55	282.44
Diluted (In Rupees)	17.35	186.42	186.55	282.44
Return on Net Worth(%)	4.66%	9.65%	10.06%	15.94%
Net Asset Value Per share (Rs)	394.54	1930.54	1854.55	1,771.07
Change in Basic EPS due to Bonus Issue	-	149.14	149.24	-
Change in Diluted EPS due to Bonus Issue	-	149.14	149.24	-
Change In Net Asset Value Per Share due to Bonus Issue	-	1,544.36	1,483.57	-

Notes :

The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the year

(c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the year/ Total Number of Equity Shares outstanding during the year.

Notes

Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the year adjusted by the number of equity shares issued during the year muliplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the year.

Notes

Earnings Per Share calculation are in accordance with Ind AS-33 Earnings Per Share

Notes

Net Worth = Equity Share Capital + Reserve and Surpluss (including surplus in the Statement of Profit & Loss but excludes other comprehensive income)

Notes

The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE:-VIII
RESTATED STANDALONE STATEMENT OF TAX SHELTER

(Rs in Millions)

Particulars	**For the year ended on**			
	As At December 31,2017	**As At March 31,2017**	**As At March 31,2016**	**As At March 31,2015 (Proforma)**
Profit before tax as per books (A)	2,746.70	5,527.09	5,204.81	8,311.21
National Tax Rate	34.608%	34.608%	34.608%	34.608%
Tax as per National tax rate	950.58	1,912.82	1,801.28	2,876.34
AJUSTMENTS				
Taxable Income				
Tax impact of Permanent Differences due to:				
Exempt income	(102.70)	(94.70)	(71.54)	(65.35)
Non taxable items	(23.32)	(116.48)	(26.24)	(15.00)
Expenses allowed/disallowed	33.08	(38.20)	54.85	68.52
Other country tax	-	63.90	89.78	14.58
Other	-	-	154.50	-
Total Tax impact on Permanent Differences (D)	**(92.94)**	**(185.48)**	**201.35**	**2.75**
Tax impact on Temporary Differences due to:				
Differences between balance and tax balance of fixed assets	(16.72)	(20.40)	0.72	(46.26)
Provisions	(80.22)	(448.04)	(669.57)	(349.76)
Other	-	0.34	-	-
Total tax impact of Timing Differences	**(96.94)**	**(468.10)**	**(668.85)**	**(396.01)**
Net Adjustment F= D+E	**(189.88)**	**(653.58)**	**(467.50)**	**(393.27)**
Less Relief u/s 90/91	-	-	(27.59)	(506.96)
Adjusted Tax Liability	760.70	1,259.24	1,306.19	1,976.12

ANNEXURE-IX RESTATED STANDALONE STATEMENT OF DIVIDEND PAID*

(Rs in Millions)

Particulars	As At December 31,2017	As At March 31,2017	As At March 31,2016	As At March 31,2015(Proforma)
Number of Equity shares outstanding	94,051,574.00	98,980,000.00	19,796,000.00	19,796,000.00
Equity Share Capital	940.50	989.80	197.96	197.96
Dividend on Equity Shares				
Dividend (Including DDT)	1,170.50	1,072.18	1,238.95	949.58
Rate of Dividend(%)	124.46%	108.32%	625.86%	479.68%
Dividend Per Equity Shares	12.45	10.83	62.59	47.97
Interim Dividend (Including DDT)	-	1,145.21	953.04	950.16
Rate of Dividend(%)	0.00%	115.70%	481.43%	479.98%
Dividend Per Equity Shares	-	11.57	48.14	48.00

* Refers to dividend actually paid during the respective years

ANNEXURE-X
RESTATED STANDALONE STATEMENT OF CAPITALISATION

(Rs in Millions)

S.No	Particular	Pre-Offer for the half year ended December 31, 2017	Adjusted for Post-Offer
	Debt	-	
A	**Shareholders' funds**		
-	Share Capital	940.50	
-	Other Equity	36,201.40	
	Total Shareholder's funds	**37,141.90**	
	Debt/Equity Ratio	-	

ANNEXURE-XI RESTATED STANDALONE TURNOVER STATEMENT

(Rs in Millions)

Particulars	As At December 31,2017	As At March 31,2017	As At March 31,2016	As At March 31,2015(Proforma)
Revenue from Services	23,402.40	29,048.98	23,145.87	28,652.83
	23,402.40	**29,048.98**	**23,145.87**	**28,652.83**
Turnover of Services not normally dealt by the company		-	-	
Turnover of Services normally dealt by the company	23,402.40	29,048.98	23,145.87	28,652.83
	23,402.40	**29,048.98**	**23,145.87**	**28,652.83**

ANNEXURE-XII

Total Equity Reconciliation as at march 31 2015 Proforma

The Proforma financial information of the Company as at and for the year ended March 31, 2015, is prepared in accordance with requirements of SEBI Circular SEBI/HO/CFD/DIL/P/2016/4 dated March 31, 2016 ("SEBI Circular"). As envisaged by the SEBI Circular, the Company has followed the same accounting policy choices (both mandatory exceptions and optional exemptions availed as per Ind AS 101) as initially adopted on its Ind AS transition date (i.e April 1, 2015) while preparing proforma financial information for the FY 2014-15 and accordingly suitable restatement adjustments in the accounting heads have been made in the proforma financial information. This proformaInd As financial information have been prepared by making Ind AS adjustments to the audited Indian GAAP financial statements as at and for the year ended March 31, 2015

Particulars	(Rs in Millions)
Total Equity (shareholder's fund) as at 31 March 2015 (Proforma)	**34,872.91**
Total Impact as on 1 April 2014	(1,219.15)
Prior period Adjustment	201.34
Proposed Dividend and dividend Tax thereon 13-14	949.57
Adjustment for Lease Income	1.00
Fair Valuation of Bonds at Amortised Cost	0.17
Discounting of Provisions	205.30
Exchange difference on Translation	36.29
Impact of Profit or loss including OCI during 2014-15	170.67
Total Equity (shareholder's fund) Restated as at 1 April 2015 - Date of transition	**35,218.09**

ANNEXURE-I A
RESTATED STANDALONE SUMMARY STATEMENT OF ASSETS AND LIABILITIES

(₹in Millions)

Particulars				Note No.	As at 31st March 2014		As at 31st March 2013	
I.	**EQUITY AND LIABILITIES**							
1	**Shareholders' funds**							
	(a)	Share Capital		3	197.96		197.96	
	(b)	Reserve & Surplus		4	30,052.86	30,250.82	24,787.41	24,985.37
2	**Non-current liabilities**							
	(a)	Long Term Liabilities		5	1,722.20		3,826.09	
	(b)	Long Term provisions		6	4,071.41	5,793.61	4,277.81	8,103.90
3	**Current liabilities**							
	(a)	Trade payables		7	5,952.06		6,341.09	
	(b)	Other current liabilities		8	11,563.35		16,040.84	
	(c)	Short-term provisions		9	8,158.56	25,673.97	6,922.05	29,303.98
	TOTAL					**61,718.40**		**62,393.25**
II.	**ASSETS**							
1	**Non-current assets**							
	(a)	Fixed assets		10				
		(i)	Tangible assets		1,530.91		1,779.31	
		(ii)	Intangible assets		0.06		0.00	
		(iii)	Intangible assets under development	11	10.06		8.02	
		(iv)	Capital work-in-progress	12	-		8.78	
		(v)	Machinery in Transit		156.35		-	

Particulars			Note No.	As at 31st March 2014		As at 31st March 2013	
	(b)	Non-current investments	13	3,182.12		2,303.37	
	(c)	Deferred tax assets (Net)	14	3,013.67		2,689.80	
	(d)	Long-term loans and advances	15	6,946.76		4,171.77	
	(e)	Other non-current assets	16	50.82	14,890.75	838.92	11,799.97
2	**Current assets**						
	(a)	Current Investments	17	1,760.19		649.50	
	(b)	Inventories	18	1,187.97		1,245.64	
	(c)	Trade receivables	19	6,530.89		9,311.55	
	(d)	Cash and Bank balances	20	26,753.55		30,837.76	
	(e)	Short-term loans and advances	21	5,611.57		4,447.81	
	(f)	Other current assets	22	4,983.48	46,827.65	4,101.02	50,593.28
	TOTAL				**61,718.40**		**62,393.25**
	Summary of Significant Accounting Policies		1 - 2				

Note:-
The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information **3 to 46**

As per our Report of even date attached

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597

Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-II A
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF PROFIT AND LOSS

(₹ in Millions)

	Particulars	**Note No.**	**For the year ended 31st March 2014**	**For the year ended 31st March 2013**
I.	**Revenue :**			
	Revenue from operations	23	38,946.86	42,911.67
	Proportionate share of construction revenue in Jointly Controlled Entities		88.06	129.56
			39,034.92	**43,041.23**
	Other income	24	2,553.30	2,559.36
	Total Revenue		**41,588.22**	**45,600.59**
II.	**Expenses:**			
	Operating and administrative expenses :	25		
	- Operating Expenses		27,368.83	31,758.09
	- Administrative Expenses		362.16	233.07
	Employee remuneration and benefits	26	2,210.68	1,975.97
	Finance costs	27	384.52	108.74
	Proportionate share of expenses in Jointly Controlled Entities		96.15	115.87
	Depreciation and amortization expense	10	336.39	429.61
	Total Expenses		**30,758.73**	**34,621.35**
III.	**Profit Before Tax (I - II)**		10,829.49	10,979.24
IV.	Tax expense:			
	(1) Current tax			
	- For the year		3,481.99	3,020.00
	- For earlier years (net)		267.52	623.43
	(2) Deferred tax (net)	14	(323.87)	(796.07)
	Total Tax Expense		3425.64	2,847.36
V.	**Profit for the year (III - IV)**		**7,403.85**	**8,131.88**
VI.	Earnings per equity share - Basic and Diluted (in ₹)	45	374.01	410.78

Note:

The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information **3 to 46**

As per our Report of even date attached
For K G Somani & Co.
Chartered Accountants
FRN : 006591N

Ashish Kumar Batta
Partner
M. No. 095597
Place : New Delhi
Date : March 20, 2018

For and on behalf of Ircon International Limited

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director
DIN - 00515672

Ritu Arora
Company Secretary

ANNEXURE-III A
IRCON INTERNATIONAL LIMITED
RESTATED STANDALONE SUMMARY STATEMENT OF CASH FLOWS

(₹ in Millions)

		2013-14		2012-13	
CASH FLOW FROM OPERATING ACTIVITIES					
Net Profit before taxation & extraordinary items		10,829.49		10,979.24	
Adjustment for :					
Depreciation		336.39		429.61	
Amortisation of premium on investment		3.48		3.60	
Impairement of Investment		-		-	
Loss / (Profit) on sale of assets(net)		(1.92)		(30.37)	
Interest Income		(2,295.13)		(2,088.84)	
Provisions - (Additions - Write back) (Net)		1,400.18		1,019.62	
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents		77.21		(191.11)	
Operating Profit before working capital changes	(1)	**10,349.70**		**10,121.75**	
Adjustment for :					
Decrease / (Increase) in Trade Receivables / Loans & Advances		1,191.42		1,967.86	
Decrease / (Increase) in Inventories		57.67		99.44	
Decrease / (Increase) in Other Assets		(468.31)		(925.34)	
(Decrease) / Increase in Trade Payables		(389.03)		1,042.01	
(Decrease) / Increase in Other Liabilities & Provisions		(10,507.81)		(3,817.03)	
	(2)	**(10,116.06)**		**(1,633.06)**	
Cash generated from operation	(1+2)	**233.64**		**8,488.69**	
Income Tax Paid		(2,349.50)		(2,826.70)	
NET CASH FROM OPERATING ACTIVITIES	(A)		**(2,115.86)**		**5,661.99**
CASH FLOW FROM INVESTING ACTIVITIES					
Purchase of Fixed Assets including Capital WIP		(256.15)		(302.42)	
Sale of Fixed Assets		20.40		55.31	
Interest Received		2,669.08		1,416.34	
Investment in Equity and Bonds		(1,992.92)		(873.50)	
NET CASH FROM INVESTING ACTIVITIES	(B)		**440.41**		**295.73**
CASH FLOW FROM FINANCING ACTIVITIES					
Dividend (including Dividend Distribution Tax) paid		(2,331.55)		(1,322.94)	
NET CASH FROM FINANCING ACTIVITIES	(C)		**(2,331.55)**	**-**	**(1,322.94)**

		2013-14	2012-13
Effect of Exchange differences on translation of Foreign Currency Cash & Cash Equivalents	**(D)**	**(77.21)**	**191.11**
NET INCREASE IN CASH & CASH EQUIVALENT	**(A+B+C+D)**	**(4,084.21)**	**4,825.90**
CASH AND CASH EQUIVALENT (OPENING)	**(E)**	**30,837.76**	**26,011.86**
CASH AND CASH EQUIVALENT (CLOSING)	**(F)**	**26,753.55**	**30,837.76**
NET INCREASE IN CASH & CASH EQUIVALENT	**(F-E)**	**(4,084.21)**	**4,825.90**

Note:
1. Cash and cash equivalents consist of cash in hand and balances with banks.
2. Figures in brackets represent outflow of cash.
3. Figures of the previous year have been regrouped/recast wherever necessary.
4. Cash & Cash Equivalent (closing) Includes FDR **₹ 2723.10 Millions** (₹ 4704.00 Millions) against advances from clients on which interest is passed on to them.

The above statement should be read with the Company Overview (general information) and Significant Accounting Policies appearing in Annexure-IV A, Restated statement of material adjustment to financial statement in Annexure V A, Restated Statement of Accounting Ratios in Annexure-VI A, Restated Statement of Tax Shelters in Annexure VII A and Restated Statement of Dividend Paid in Annexure VIII A, Restated Turnover statement Annexure XA.

See accompanying notes forming part of the restated financial information 3 to 46

As per our Report of even date attached

For and on behalf of Ircon International Limited

For K G Somani & Co.
Chartered Accountants
FRN : 006591N

M. K. Singh
Director Finance
DIN – 06607392

S. K. Chaudhary
Chairman & Managing Director DIN - 00515672

Ashish Kumar Batta
Partner
M. No. 095597

Ritu Arora
Company Secretary

Place : New Delhi
Date : March 20, 2018

ANNEXURE IV A

THE NOTES FORMING PART OF THE RESTATED FINANCIAL STATEMENTS FOR THE YEAR ENDED MARCH 31, 2014 AND MARCH 31, 2013

Note-1

General Information

Ircon International Limited (IRCON), a government company incorporated by the Central Government (Ministry of Railways) under the Companies Act, 1956 on 28th April, 1976 originally under the name Indian Railway Construction Company Limited, is the leading turnkey construction company in the public sector known for its quality, commitment and consistency in terms of Performance. IRCON has widespread operations in several States in India and in other countries (Malaysia, Nepal, Bangladesh, Mozambique, Ethiopia, Afganistan, U.K. Algeria & Sri Lanka Now).

IRCON is a specialized Constructions organization covering the entire spectrum of construction activities and services in the infrastructure sector. However, Railway and Highway Construction, EHP sub-station (engineering and constructions), and MRTS are the core competence areas of IRCON.

IRCON operates not only in a highly competitive environment but also in difficult terrains and regions in India and abroad and is an active participant in prestigious nation building projects. IRCON has so far completed more than 300 infrastructure projects in India and more than 100 projects across the globe in more than 21 countries.

Note-2

Summary of Significant Accounting Policies

2.1 Basis of Preparation

The Restated Summary Statement of Assets & Liabilities of the Company as at March 31, 2014 and March 31, 2013 and the related restated summary statement of profit & loss and cash flows for the period ended March 31, 2014 & March 31, 2013 have been complied by the management from the audited financial statements of the Company for the period ended March 31, 2014 & March 31, 2013 approved by the Board of the Directors of the Company. Restated Summary Statements have been prepared to comply in all material respects with the provisions of Part-I of Chapter-III of the Companies Act, 2013 read with Companies (Prospectus and Allotment of Securities) Rules, 2014, Securities and Exchange Board of India (Issue of Capital & Disclosure Requirements) Regulations, 2009 (the SEBI Guidelines) issued by SEBI and Guidance note on Reports in Company Prospectus (Revised). Restated Summary Statements have been prepared specifically for inclusion in the offer document to be filed by the Company in connection with its proposed Initial public offering of equity shares. The Company's management has recast the financial statements in the form required by the Schedule-III of the Companies Act, 2013 for the purpose of Restated Summary Statements.

2.2 Statement of Compliance

The financial statements are prepared on the basis of generally accepted accounting principles in India and in accordance with the Companies Act, 1956.

2.3 Foreign Currency Transactions

(a) Transactions within the Country
Foreign currency transactions within the country are translated in the following manner:
i) All foreign currency transactions are translated into Indian currency at the buying rate prevalent on the date of transaction.
ii) Depreciation is translated at the rates used for translation of the value of the assets on which depreciation is calculated.
iii) Monetary items and contingent liabilities denominated in foreign currency are translated at the prevailing closing buying rate at each balance sheet date.
iv) Fixed assets and non-monetary items are translated using the buying rate on the date of transaction.

(b) Transactions of Integral Foreign Operations

Foreign currency transactions of Foreign Branches are translated in the following manner:

i) Revenue items are translated into Indian currency on the basis of buying rate at the date of transaction.
ii) Inventories are translated at the buying rates prevalent at each balance sheet date.
iii) Depreciation is translated at the rates used for the translation of the value of the assets on which depreciation is calculated.
iv) Monetary items and contingent liabilities are translated at the prevailing closing buying rate at each balance sheet date.
v) Fixed assets and non-monetary items are translated at the buying rate at the date of transaction.

(c) The net exchange differences resulting from the translations at (a) & (b) above are recognised as income or expense for the year.

(d) Transactions of Non-Integral Foreign Operations

Financial statements of Non- Integral Foreign Operations are translated in the following manner :

i) The assets and liabilities, both monetary and non-monetary are translated at the closing buying rate.
ii) Income and expense items are translated at the buying rate on date of transaction.
iii) All resulting exchange difference is accumulated in foreign currency translation reserve until disposal of the net investment and is recognised as income or expense in the same period in which gain or loss on disposal is recognised.

2.4 Fixed assets

(a) Tangible Assets

(a) Fixed assets are stated at historical cost less accumulated depreciation and impairment losses, if any.
(b) The machinery spares which can be used only in connection with an item of Tangible asset and whose use is expected to be irregular are capitalized & depreciated/amortized over the balance life of such Tangible assets.
(c) Incidental expenditure during construction period incurred up to the date of commissioning is capitalized.

(b) Intangible Assets

Intangible assets are recognised when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

2.5 Investments

(a) Non-current investments are valued at cost less provision for permanent diminution in value, if any.
(b) Current investments are valued at lower of cost and fair value.
(c) An investment in land or buildings, which is not intended to be occupied substantially for use by, or in the operation of the Company, is classified as investment property. Investment Properties are stated at cost, net of accumulated depreciation and accumulated impairment losses, if any.

2.6 Inventories

(a) Construction Work in Progress

Construction work-in-progress is valued at cost till such time the outcome of the job cannot be ascertained reliably and at realisable value thereafter. Site mobilization expenditure to the extent not written off is valued at cost.

(b) Others

i) In Cost plus contracts, the cost of all materials, spares and stores not reimbursable as per the terms of the contract is shown as inventory valued as per (iii) below.
ii) In Item Rate and Lump Sum Turnkey contracts, the cost of all materials, spares (other than capitalized) and stores are charged to statement of profit and loss in the year of use.
iii) Inventories are valued at lower of the cost arrived at on First in First out (FIFO) basis and net realisable value.
iv) Loose tools are expensed in the year of purchase.

2.7 Cash and Bank Balances

Cash and bank balances comprise of cash at bank, cash in hand, cheques in hand, demand deposits and bank deposits with maturity period upto 12 months from balance sheet date.

For the purpose of cash flow statement, cash and cash equivalents consist of cash and bank balances, cheques in hand and demand deposits net of bank overdrafts.

2.8 Provisions

(a) Provision for Maintenance

i) In Cost plus contract, no provision for maintenance is required to be made where cost is reimbursable.
ii) In Item Rate and Lump Sum turnkey contracts, provision is made for maintenance to cover company's liability during defect liability period keeping into consideration the contractual obligations, the obligations of the sub-contractors, operating turnover and other relevant factors.
iii) Provision for unforeseen expenditure during design guarantee period is made based on risk perception of management in each contract subject to a minimum amount of ₹50 lakhs and maximum of the amount of design guarantee specified in contract agreement with the client.

(b) Provision for Demobilisation

Provision for demobilisation to meet the expenditure towards demobilisation of manpower and plant & equipment is made in foreign projects.

(c) Provision for Doubtful Debts /Advances

Provision for doubtful debts /advances is made when there is uncertainty of realisation irrespective of the period of its dues. For outstanding over 3 years full provision is made unless the amount is considered recoverable. Debts/advances are written off when unrealisibility is almost established.

(d) Others

Provision is recognised when:
i) the Company has a present obligation as a result of a past event;
ii) a probable outflow of resources is expected to settle the obligation; and
iii) a reliable estimate of the amount of the obligation can be made.
Reimbursement, of the expenditure required to settle a provision is recognised as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each balance sheet date.

2.9 Contract Revenue Recognition

Contract revenue is recognised to the extent it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Depending on the nature of contract, revenue is recognised as under-

(a) In cost plus contracts, revenue is worked out by including eligible items of expenditure in the bills raised on the clients and charging specified margin thereon.
(b) In fixed price contracts, revenue is recognized by adding the aggregate cost of work certified and proportionate margin using the percentage of completion method. The percentage of completion is determined as a proportion of cost incurred to date to the total estimated cost of the contract.
Full provision is made for any loss in the period in which it is foreseen.
Revenue does not include Sales Tax/VAT/WCT/Service Tax etc.

2.10 Accounting for Joint Venture (JV) Contracts

(i) Jointly controlled operations under work sharing arrangements are accounted as independent contracts;
(ii) In respect of contracts executed by a jointly controlled entity,

(a) Unincorporated joint ventures:

• Company's share in profits or losses is accounted on determination of the profits or losses by the joint ventures.
• Investments are carried at cost net of Company's share in recognised profits or losses and net investment is reflected as investments, loans & advances or current liabilities as the case may be.

(b) Incorporated jointly controlled entities:

• Income on investments is recognised when the right to receive the same is established.
• Investment in such joint ventures is carried at cost after providing for any diminution in value which is other than temporary in nature.

2.11 Leases

(a) Lease income from assets given on operating lease are recognized as income in the statement of profit and loss on straight-line basis over the lease term.

(b) Lease payments for assets taken on operating lease are recognized as expense in the statement of profit and loss on straight-line basis over the lease term.

2.12 Liquidated Damages and Escalations

(i) Liquidated damages/penalties (LD) due to delays arising out of the contractual obligations and provisionally withheld from contractors/under dispute are adjusted against contract cost only on final decision in this regard. However, LD recovered/withheld by client is accounted for on recovery/withholding & adjusted against contract revenue. Possible Liquidated Damages in cases where extension is granted by the client subject to their right for levy of penalty is shown as contingent liability

(ii) Escalation receivable/payable is accounted for as per the provisions of the contract. Escalation receivable but not certified before close of project accounts is included in work- in-progress.

2.13 Research & Development Expenses

Revenue expenditure pertaining to research is charged to the Statement of Profit and Loss. Development costs of products are charged to the Statement of Profit and Loss unless a product's technological feasibility has been established, in which case such expenditure is capitalised.

2.14 Mobilisation Expenses

The initial contract expenses on new projects for mobilisation will be recognised as construction work in progress in the year of incidence, and pro rata charged off to the project over the years at the same percentage as the stage of completion of the contract as at the end of financial year.

2.15 Depreciation & Amortisation

Tangible Assets

(a) Depreciation on Tangible assets in India is provided on Straight Line basis (SLM) in the manner and at the rates specified in Schedule XIV of the Companies Act, 1956 except in following cases where it is provided at the rates higher than prescribed in the said Schedule:

(i) General Construction Equipment	19.00%
(ii) Office Equipment	19.00%
(iii) Computer incl. UPS, Inverters & Mobile handsets	31.67%
(iv) Vehicles (including Heavy Vehicles)	23.75%
(v) Furniture & Fixtures	23.75%
(vi) Speed Boats	19.00%

(b) Depreciation on tangible assets in foreign countries is provided on straight-line method taking into consideration the commercial life of that asset and/or duration of the project. However, the rates adopted for depreciation are not lower than those specified in Schedule XIV for tangible assets in India (as stated in Para (xv) (a) above). On closure of the project, assets are reduced to residual value of 5% and balance is expensed in the year of closure and/or transferred to other project/ Plant & Machinery Division.

(c) In case of leasehold land (other than perpetual lease) and leasehold property, depreciation is provided proportionately over the period of lease.

(d) Tangible Assets acquired during the year costing up to Rs. 5000/-, tangible assets having written down value up to Rs. 5000/- at the beginning of the year, and camps / caravans / temporary sheds/furnishings acquired during the year irrespective of the value of asset are fully depreciated.

Intangible Assets

Software cost exceeding Rs. 25 lakhs each is amortized over a period of 36 months on straight line basis from the date of successful commissioning of the software subject to review at each financial year end. Software cost up to Rs. 25 Lakhs in each case is fully amortized in the year of purchase.

2.16 Borrowing Cost

(i) Borrowing cost in ordinary course of business are recognized as expense of the period in which they are incurred.
(ii) Borrowing cost that is directly attributable to acquisition, construction or production of a qualifying asset is capitalized as part of the cost of the asset..

2.17 Retirement Benefits

(i) Provision for leave Encashment, gratuity & other retirement benefits is made based on actuarial valuation at the year end.
(ii) Provident fund contribution is made to PF Trust on accrual basis.
(iii) Defined contributions for pension are charged to statement of profit and loss on accrual basis.

2.18 Prior period adjustment and extraordinary items

(i) Income/expenditure relating to prior period and prepaid expenses not exceeding Rs. 50000/- in each case are treated as income/expenditure of the current year.
(ii) Voluntary Retirement Scheme expenses are charged off in the year of incidence of expense.

2.19 Taxes

(i) Taxes including current income-tax are computed using the applicable tax rates and tax laws. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.
(ii) Deferred income- tax on timing differences is computed using the tax rates and tax laws that have been enacted or substantively enacted by the balance sheet date.

2.20 Segment Reporting

The Company has identified two primary reporting segments based on geographic location of the project viz. Domestic & International and two secondary reporting segments based on business of construction and leasing of assets & its operation (Leasing & Operation).

2.21 Contingent Liabilities and Contingent Assets

(a) Contingent Liabilities are disclosed in either of the following cases:
i) A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or
ii) A reliable estimate of the present obligation cannot be made; or
iii) A possible obligation, unless the probability of outflow of resource is remote.
(b) Contingent Assets are neither recognized, nor disclosed.
(c) Contingent Liability and Provisions needed against Contingent Liability and Contingent Assets are reviewed at each Balance Sheet date.
d) Contingent Liability is net of estimated provisions considering possible outflow on settlement.

3. Restated Standalone Summary Statement of Share capital

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Authorized		
2,50,00,000 Equity shares of Rs.10 each		
(2,50,00,000 Equity shares of Rs. 10 each)	**250.00**	**250.00**
Issued, Subscribed & Paid-up		
1,97,96,000 Equity shares of Rs. 10 each-fully paid		
(1,97,96,000 Equity shares of Rs. 10 each-fully paid)	**197.96**	**197.96**
T O T A L	**197.96**	**197.96**

i) Distribution of number of shares held:

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013

	No. of Shares	% age	No. of Shares	% age
Government of India in the name of the President of India and Government nominees	19,742,400	99.729%	19,742,400	99.729%
Indian Railway Finance Corporation Limited	48,800	0.247%	48,800	0.247%
Bank of India	4,800	0.024%	4,800	0.024%
Total	**19,796,000**	**100%**	**19,796,000**	**100%**

ii) Shares issued other than cash

Bonus share issued during last five years: 98,98,000 Equity shares of Rs. 10 each have been isuued as fully paid up Bonus shares in F.Y. 2012-13 in the ratio of 1:1

iii) Terms/rights attached to shares:

(a) Voting
The Company has only one class of equity shares having a par value of ₹10 per share. Each holder of equity share is entitled to one vote per share.

(b) Dividends
The Company declares and pays dividends in Indian Rupees. The dividend proposed by the Board of Directors is subject to the approval of the shareholders in the ensuing Annual General Meeting, except in case of Interim dividend.

(c) Liquidation
In the event of liquidation of the Company, the holders of equity shares will be entitled to receive remaining assets of the Company, after distribution of all preferential amounts. The distribution will be in proportion to the number of equity shares held by the shareholders.

iv) Reconciliation of the number of equity shares and share capital:

Particulars	As at 31st March 2014		As at 31st March 2013	
	No. of Shares	₹ Millions	No. of Shares	₹ Millions
Issued, subscribed and fully paid up equity shares outstanding at the beginning of the year	19,796,000	197.96	9,898,000	98.98
Add: Shares issued during the year (Bonus Issue)	-	-	9,898,000	98.98
Issued, subscribed and fully paid up equity shares outstanding at the end of the year	**19,796,000**	**197.96**	**19,796,000**	**197.96**

4. Restated Standalone Summary Statement of Reserves and surplus

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014		As at 31st March 2013	
-					
a. CSR Activities Reserve					
Opening Balance		29.05		-	
Add :- Transfer from Statement of Profit & Loss		-		29.05	
Less :- Transfer to Statement of Profit & Loss	(i)	11.89	17.16	-	29.05
-					
b. General Reserve					
Opening Balance		24,758.36		17,330.33	
Prior period Adjustment (Net)				993.54	
Adjustment Auditor Qualification				156.20	
Restated Opening Balance		24,758.36		18,480.07	
Add: Transfer from surplus in statement of profit and loss (Refer (c) below)		5,277.34		6,377.27	
Less : Utilized for issue of Bonus Shares		-	30,035.70	98.98	24,758.36
- -	-				
c. Surplus in Statement of Profit and Loss					
Net Profit for the current year		7,403.85		8,131.88	
Appropriations					
Add :-					
- Transfer from CSR Activities Reserve		11.89			
Less :-					
- Transfer to CSR Activities Reserve		-		29.05	
- Interim Dividends		1,009.60		494.90	
[(Dividend per share ₹ 51/- (₹25/-)]					
- Proposed Dividends		811.64		989.80	
[(Dividend per share ₹ 41 /- (₹ 50/-)]					
- Tax on Interim Dividend		171.58		80.29	
- Tax on Proposed Dividend		145.58		160.57	
- Transfer to General Reserve		5,277.34	-	6,377.27	-

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
Total		**30,052.86**	**24,787.41**

Foot Notes:-

(i) Company has spent an amount of ₹ 84.89 Millions during the year as against requirement of ₹ 73.00 Millions (1% of PAT of 2012-13). Excess amount of ₹ 11.89 Millions than the minimum requirement has been utilized towards CSR activities from unspent amount of CSR Budget relating to previous years.

5. Restated Standalone Summary Statement of Long term liabilities

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
-			
(a) Trade Payables			
- Micro, Small & Medium Enterprises (Refer Note 44)		-	-
- Others		24.61	335.11
(b) Other Liabilities			
- Advance from clients	(i)	494.78	2,360.36
- Retention Money /Security Deposit		1,202.81	1,130.62
Total		**1,722.20**	**3,826.09**

Foot Notes:-

(i) Includes Interest payable on advances from clients Rs. 21.26 Millions (Rs. 93.54 Millions).

6. Restated Standalone Summary Statement of Long term provisions

(₹ in Millions)

	Particulars	As at 31st March 2014		As at 31st March 2013	
(A)	**Provisions for employee benefits:** (Refer Note 42)				
i)	Gratuity	577.59		506.05	
ii)	Leave Salary	735.38		584.99	
iii)	Settlement Allowance on Retirement	12.01		13.14	
iv)	Pension	-		178.86	
v)	Leave Travel Concession	1.25	1,326.23	0.54	1,283.58
(B)	**Other Provisions :**				
i)	Demobilisation	240.13		49.73	
ii)	Maintenance	553.65		468.74	
iii)	Design Guarantee	1,722.01		2,218.57	
iv)	Other Expenses	229.39	2,745.18	257.19	2,994.23
	Total		**4,071.41**		**4,277.81**

7 Restated Standalone Summary Statement of Trade payables

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
Trade Payables			
- Micro, Small & Medium Enterprises (Refer Note 44)		-	-
- Others			
(a) Contractors & Suppliers		5,773.56	6,244.29
(b) Related Parties		178.50	96.80
Total		**5,952.06**	**6,341.09**

8. Restated Standalone Summary Statement of Other current liabilities

(₹ in Millions)

Particulars	Foot Note		As at 31st March 2014		As at 31st March 2013
(a) Advance Contract Receipts			1,097.76		3,760.40
(b) Advances from Client	(i)&(ii)		5,828.72		7,543.93
(c) Deposits & Retention Money			4,121.62		3,482.10
(d) Statutory Dues		1,961.06		1,829.46	
Less :- Deposited under Protest		(1,687.99)	273.07	(889.66)	939.80
(e) Book Overdraft			2.45		-
(f) Staff			28.22		161.89
(g) Others	(iii)		211.51		152.72
Total			**11,563.35**		**16,040.84**

Foot Notes:-

i) Includes Interest payable on advances from clients ₹ **461.49 Millions** (₹ 122.88 Millions)
ii) Includes **₹ NIL** (₹ 7.95 Millions) advance from Ircon Infrastructure and Services Limited, a wholly owned subsidiary.
iii) Includes Outstanding and Other Liabilities.

9. Restated Standalone Summary Statement of Short-term provisions

(₹ in Millions)

	Particulars	As at 31st March 2014	As at 31st March 2013
(A)	**Provisions for employee benefits:** (Refer Note 42)		
i)	Gratuity	40.89	32.62

ii)	Leave Salary		65.65			62.00	
iii)	Settlement Allowance on Retirement		0.87			0.96	
iv)	Post Retirement Medical Benefits		174.99			93.63	
v)	Pension		236.14			-	
vi)	Performance Related Pay		224.21			114.43	
vii)	Leave Travel Concession		0.17	742.92		0.27	303.91
(B)	**Other Provisions :**						
i)	Demobilisation		239.20			322.67	
ii)	Maintenance		1,613.72			949.85	
iii)	Foreseeable Loss		101.19			72.49	
iv)	Design Guarantee		569.89			-	
v)	Legal Cases		479.30			645.16	
vi)	Other Expenses		280.50			256.65	
vii)	Income tax and Wealth tax	8,684.56			8,197.39		
	Less: Advance Tax (including TDS)	(5,502.31)	3,182.25		(4,976.46)	3,220.93	
viii)	Dividend (Proposed)		811.63			989.80	
ix)	Tax on Dividend (Proposed)		137.94	7,415.63		160.58	6,618.14
	Total			**8,158.56**			**6,922.05**

10 A. Restated Standalone Summary Statement of Fixed assets

(₹ in Millions)

	Fixed Assets	Gross Block				Accumulated Depreciation				Net Block	
		As at 01.04.2012	Additions	Sales/ Adjustments	As at 31.03.2013	Upto 31.03.2012	For the year	Sales/ Adjustments	Upto 31.03.2013	As at 31.03.2013	As at 31.03.2012
A	**Tangible Assets**										
	Freehold Land	34.50	-	(0.32)	34.18	-	-	-	-	34.18	34.50
	Lease hold Land (iv)	364.00	-	(0.07)	363.93	1.60	0.14	-	1.74	362.19	362.40
	Lease hold Buildings (iii)	402.20	22.25	-	424.45	43.50	7.73	-	51.23	373.22	358.70
	Freehold Buildings /Flats-Residential	93.00	-	-	93.00	23.80	1.52	-	25.32	67.68	69.20
	Freehold Buildings/Flats-Non-Residential	106.40	-	-	106.40	13.40	1.87	-	15.27	91.13	93.00
	Plant and Machinery (i and v)	3,481.00	242.62	(272.88)	3,450.74	2,536.70	359.40	(249.58)	2,646.52	804.22	944.30
	Survey Instruments	35.30	2.66	(1.24)	36.72	31.60	3.30	(1.22)	33.68	3.04	3.70
	Computers	83.50	6.46	(5.44)	84.52	74.70	6.99	(5.16)	76.53	7.99	8.80
	Mobile Handset	2.50	0.49	(0.64)	2.35	2.10	0.48	(0.62)	1.96	0.39	0.40
	Office Equipment	69.20	7.93	(5.39)	71.74	58.70	8.14	(5.32)	61.52	10.22	10.50
	Furniture, Fixtures, Furnishings	76.80	6.25	(2.91)	80.14	68.60	7.81	(2.89)	73.52	6.62	8.20
	Caravans, Camps and Temporary Sheds	63.70	20.08	(21.25)	62.53	63.30	20.29	(21.24)	62.35	0.18	0.40
	Vehicles (v)	160.80	3.03	(17.51)	146.32	133.20	11.48	(16.62)	128.06	18.26	27.60
	Current Year Total	**4,972.90**	**311.77**	**(327.65)**	**4,957.02**	**3,051.20**	**429.15**	**(302.65)**	**3,177.70**	**1,779.32**	**1,921.70**
	Previous Year	5,162.50	145.40	(335.10)	4,972.90	2,763.80	562.80	(288.10)	3,038.50	1,934.40	2,398.60
B	**Intangible Assets**										
	Software	1.68	0.04	(0.01)	1.71	1.67	0.04	-	1.71	-	0.01
	Current Year Total	**1.68**	**0.04**	**(0.01)**	**1.71**	**1.67**	**0.04**	**-**	**1.71**	**-**	**0.01**
	Previous Year	1.68	-	-	1.68	1.11	0.56	-	1.67	0.01	0.57
	GRAND TOTAL CURRENT YEAR	**4,974.58**	**311.81**	**(327.66)**	**4,958.73**	**3,052.87**	**429.19**	**(302.65)**	**3,179.41**	**1,779.32**	**1,921.71**
	PREVIOUS YEAR	5,164.18	145.40	(335.10)	4,974.58	2,764.91	563.36	(288.10)	3,040.17	1,934.41	2,399.17

i) Includes Locomotives on short term lease and standby.

ii) Depreciation for the year has been allocated as given below :-

(₹ Millions)

Description	2012-13
Statement of Profit and Loss	
Current	429.61
Prior Period	-
Total	**429.61**

iii) Includes lease hold building on Railways land for 30 years lease (Gross value Rs. 53.00 Millions) for which agreement is yet to be finalised.

iv) Lease hold land includes land at Greater Noida for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs.8.00 Millions). The request for time extension for construction of Building has been submitted to the appropriate authority.

v) Fixed assets beyond economic repair and held for disposal reduced from sales/adjustment column and transferred to other current assets: -

(₹ in Millions)

Block of assets	As at March 2013	
	Gross Block	Net Block
Plant and Machinery	134.04	11.99
Vehicles	-	-
Total	**134.04**	**11.99**

10. B. Restated Standalone Summary Statement of Fixed assets

(₹ in Millions)

	Fixed Assets	Foot Note	Gross Block				Accumulated Depreciation				Net Block	
			As at 01.04.2013	Additions	Sales/ Adjustments	As at 31.03.2014	Upto 31.03.2013	For the year	Sales/ Adjustments	Upto 31.03.2014	As at 31.03.2014	As at 01.04.2013
A	**Tangible Assets**											
	Freehold Land	(vi)	34.14	-	(11.24)	22.90	-	-	-	-	22.90	34.14
	Lease hold Land	(v)	363.89	-	-	363.89	1.78	0.05	-	1.83	362.06	362.11
	Lease hold Buildings	(iv)	424.44	-	-	424.44	51.26	6.68	-	57.94	366.50	373.18

	Fixed Assets	Foot Note	Gross Block				Accumulated Depreciation				Net Block	
			As at 01.04.2013	Additions	Sales/ Adjustments	As at 31.03.2014	Upto 31.03.2013	For the year	Sales/ Adjustments	Upto 31.03.2014	As at 31.03.2014	As at 01.04.2013
	Freehold Buildings /Flats-Residential		92.99	-	-	92.99	25.35	1.53	-	26.88	66.11	67.64
	Freehold Buildings/Flats-Non-Residential		106.37	-	-	106.37	15.32	1.87	-	17.19	89.18	91.05
	Plant and Machinery	(i, ii & vii)	3,450.76	81.75	(115.01)	3,417.50	2,646.23	293.49	(108.32)	2,831.40	586.10	804.53
	Survey Instruments		36.81	4.22	(6.37)	34.66	33.71	4.88	(6.11)	32.48	2.18	3.10
	Computers		84.63	4.95	(5.23)	84.35	76.44	5.59	(5.17)	76.86	7.49	8.19
	Mobile Handset		2.35	0.28	(0.44)	2.19	1.91	0.44	(0.45)	1.90	0.29	0.44
	Office Equipments		71.80	5.09	(4.72)	72.17	61.51	7.57	(4.63)	64.45	7.72	10.29
	Furniture, Fixtures, Furnishings		79.98	3.52	(2.87)	80.63	73.53	5.03	(2.88)	75.68	4.95	6.45
	Caravans, Camps and Temporary Sheds		62.56	2.41	(5.05)	59.92	62.37	2.51	(5.05)	59.83	0.10	0.20
	Vehicles	(i)	146.25	3.81	(3.76)	146.30	128.24	6.32	(3.61)	130.95	15.35	18.01
	Current Year Total		4,956.98	106.03	(154.69)	4,908.32	3,177.67	335.96	(136.22)	3,377.41	1,530.91	1,779.31
	Previous Year		4,972.85	311.77	-327.64	4,956.98	3,038.49	441.84	-302.66	3,177.67	1,779.31	1,934.36
B	**Intangible Assets**											
	Softwares		17.11	0.51	(0.01)	17.61	17.11	0.45	(0.01)	17.55	0.06	0.00
	Current Year Total		17.11	0.51	(0.01)	17.61	17.11	0.45	(0.01)	17.55	0.06	0.00
	Previous Year		16.76	0.39	-0.04	17.11	16.71	0.45	-0.04	17.11	0.00	0.06
	GRAND TOTAL CURRENT YEAR		4,974.09	106.54	(154.70)	4,925.93	3,194.78	336.41	(136.23)	3,394.96	1,530.97	1,779.31
	PREVIOUS YEAR		4,989.62	312.16	(327.68)	4,974.09	3,055.20	442.29	(302.71)	3,194.78	1,779.31	1,934.42

Foot Notes:-

i) Fixed assets beyond economic repair and held for disposal included in sales/adjustment column and transferred to other current assets at Net Book value:-

(₹ in Millions)

Block of assets	As at March 2014	As at March 2013

	Gross Block	Net Block	Gross Block	Net Block
Plant and Machinery	**76.90**	**5.70**	**134.04**	**11.99**
Vehicles	**0.37**	**0.02**	**-**	**-**
Total	**77.27**	**5.72**	134.04	11.99

ii) Includes Locomotives provided on short term operating lease and standby.
iii) Depreciation for the year has been allocated as given below :-

(₹ in Millions)

Description	2013-14	2012-13
Statement of Profit and Loss		
Current	**336.39**	429.61
Prior Period	**-**	-
Total	**336.39**	**429.61**

iv) Includes lease hold building on Railways land for 30 years lease (Gross value Rs. 53.00 Millions) for which agreement is yet to be finalised.
v) Lease hold land includes land at Greater Noida Industrial Development Authority (GNIDA) for construction of proposed Central Inspection Cell (CIC) by the Company (Gross value Rs. 8.20 Millions). The request for time extension for construction of Building has been submitted to the appropriate authority.
vi) Sale/Adjustment column in free hold land includes Rs 11.20 Millions transferred to investment property during the year 2013-14.
vii) One 48 Tonne Diesel Locomotive 777(Gross Block of Rs. 18.40 Millions), (Accumulated depreciation up to 31.03.2013 Rs. 17.50 Millions) was found missing in May 2013 Loss of Rs. 0.90 Millions being the book value as on 31.03.2013 on account of this has been shown in sales / adjustment column of Accumulated depreciation and included in Misc Expenses.

11. Restated Standalone Summary Statement of Intangible asset under development

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Implementation of SAP		
Opening Balance	8.02	2.51
Additions during the year:	2.04	5.51
T O T A L	**10.06**	**8.02**

12. Restated Standalone Summary Statement of Capital work-in-progress

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Opening Balance	8.78	24.03
Additions during the year:		
- Work Expenses	7.32	8.20
Less:-		
Capitalised during the year	**-**	23.45
Transferred to Investment Property	16.09	-
T O T A L	**-**	**8.78**

13. Restated Standalone Summary Statement of Non current investments

(₹ in Millions)

	Particulars	Foot Note	As at 31st March 2014				As at 31st March 2013		
			Nos.		Amount (₹ in Millions)		Nos.		Amount (₹ in Millions)
A	**Investment Property**								
	SRO Building at Old Airport Road, Bangalore					**27.34**			
	Total (A)								
B	**Trade Investments (At Cost)**								
	Un- Quoted								
	Investment in Fully Paid up Equity Shares:								
	In Subsidiaries								
	Ircon Infrastructure & Services Limited		4,00,00,000		400.00		4,00,00,000		400.00
	4,00,00,000 equity shares of ₹ 10 each								
	Indian Railway Stations Development Corporation Limited 2,04,00,000 equity shares of Rs.10 each		20,400,000		204.00		10,200,000		102.00
	In Incorporated Joint Venture/s								
	CCFB, Mozambique								
	12,50,000 equity shares of meticals 24000 each fully paid	(i)	12,50,000	55.34			12,50,000	55.34	
	Less : Provision for diminution in value			55.34	-			55.34	-
	(Refer Note No. 40)								
	Ircon-Soma Tollway Private Limited (ISTPL)	(ii a & b)							
	6,38,70,000 equity shares of ₹ 10 each fully paid.		6,38,70,000		638.70		6,38,70,000		638.70
	Chattisgarh East Railway Limited								
	13,000 equity shares of ₹ 10 each fully paid.		13,000		0.13		-		-
									-
	Chattisgarh East-West Railway Limited								
	13,000 equity shares of ₹ 10 each fully paid.		13,000		0.13		-		-
	Total (B)					**1,242.96**			**1140.70**

	Particulars	Foot Note	As at 31st March 2014				As at 31st March 2013	
			Nos.		Amount (₹ in Millions)		Nos.	Amount (₹ in Millions)
C	**Other Investments (At Cost)**							
	Quoted							
	Investment in Bonds							
	6.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,00,000 each		-		-		5,000	500.00
	8.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,000 each		163,131		163.13		163,131	163.13
								-
	7.21% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.10,00,000 each		500		499.54		500	499.54
	8.23% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,000 each		500,000		500.00		-	-
	8.35% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs. 10,00,000 each		500	499.15			-	-
	Less : Amrotisation of Premium	(iii)		-	499.15			
	Investment in Mutual Fund							
	SBI Debt Fund Series - A -14		25,000,000		250.00		-	-
	Total (C)					**1,911.82**		**1162.67**
	Total					**3,182.12**		**2,303.37**

Disclosure regarding Quoted/Unquoted Investments:		₹ in Millions	₹ in Millions
Aggregate of Unquoted investments - Book value		1,242.96	1,140.70

Aggregate of Quoted investments	- Book value		1,911.82	1,162.67
	- Market value		1,909.51	1,151.10

Foot Notes:-

i) The value of one equity share of Meticals 24000 was equivalent to ₹ 44.27.

ii) (a) Out of 6,38,70,000 equity shares of ISTPL held by the company, 30 % shares (1,91,61,000 no.) are pledged with Punjab National Bank against the loan drawn by ISTPL outstanding as on 31.03.2014 is ₹ 4443.00 Millions. Further, an undertaking has been given by the company to Punjab National Bank for non disposal of its 21% (1,34,12,700 no. of shares) of the present holding (over and above the pledged over 30% of shareholding).

(b) As per Articles of Association (Article V) of ISTPL, shareholders can transfer their shareholding subject to Concession Agreement dated 28th September 2005 signed with NHAI which provides for equity holding of not less than 51% by Consortium members in ISTPL during the construction period and three years following Commercial Operation Date, which was achieved on 19.04.2010. Thereafter, the aforesaid shareholding can be diluted to 26% subject to the pre-emption right of the other shareholders.

iii) Amount less than ₹ 0.10 Millions i.e. ₹ 1,794/-

14. Restated Standalone Summary Statement of Deferred tax assets (Net)

(₹ in Millions)

Particulars	**As at 1st April 2013**	**Addition (Deletion) during the year**	**As at 31st March 2014**
	Total	Total	**Total**
Asset			
-			
Provision for :			
- Maintenance and demobilisation	489.44	211.63	701.07
- Foreseeable Loss	24.64	9.76	34.40
- Doubtful debts and advances	336.88	(26.20)	310.68
- Gratuity	183.09	27.13	210.22
- Leave Travel Concession	0.27	0.21	0.48
- Legal cases	219.29	(56.37)	162.92
- Design Guarantee	754.09	24.93	779.02
- Other Expenses	148.58	13.72	162.30
Expenses :			
- On Voluntary retirement scheme	0.10	-	0.10
- Allowed for tax purpose when paid	408.82	82.05	490.87
- Depreciation	124.60	37.01	161.61
	2,689.80	323.87	3,013.67
Liability			
	-	-	-
	-	-	-

Net Deferred Tax Asset / (Liability)	**2,689.80**	**323.87**	**3,013.67**
Previous Year	1,893.80	796.00	2,689.80

15. Restated Standalone Summary Statement of Long term loans and advances*

(₹ in Millions)

Particulars	As at 31st March 2014			As at 31st March 2013		
A. Secured, considered good						
Staff Loans and Advances		16.76			17.27	
Advances to Contractors against material and machinery		224.44			-	
			241.20			17.27
B. Unsecured, considered good						
Capital Advance for Purchase of Land			2,448.25			-
Security Deposits						
- Government Departments		5.82			6.11	
- With Clients		338.10			63.21	
- Others		2.07	345.99		48.80	118.12
Loans to Related Parties						
Joint Ventures						
- Companhia Dos Caminhos De Ferro Da Beira Sarl (Refer note 40)		813.05			720.64	
Subsidiaries						
- Ircon Infrastructure & Services Limited		481.54	1,294.59		340.07	1,060.71
Staff Loans & Advances		10.46			12.63	
Deposits with Government Departments		0.22			1.33	
Advances to Contractors and Suppliers		1,031.14			1,022.36	
Money with held by clients		74.47			147.46	
Deposit with Income Department against demand		1,427.19			1,665.31	
Advance Tax / TDS	59.34			110.15		
Less:- Provision for Tax	-	59.34		-	110.15	
Prepaid Expenses		13.91	2,616.73		16.43	2,975.67
C. Considered Doubtful						
Loan to Related Parties						
Joint Venture						
- Companhia Dos Caminhos De Ferro Da Beira Sarl		378.69			364.90	
Advances to Contractors and Suppliers		86.20			84.81	
Deposits and Retention Money		-			0.23	
		464.89			449.94	
Less :- Provision for doubtful advances		464.89	-		449.94	-
Total			**6,946.76**			4,171.77

Foot Notes:-
* Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil).

16. Restated Standalone Summary Statement of Other non current assets*

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
A. Secured, considered good				
Interest Accrued on :				
- Advances to staff		8.77		9.56
B. Unsecured, considered good				
Interest Accrued on :				
- Advances to staff	3.42		3.14	
- Advances to Contractors, Suppliers & Others	36.60		341.64	
- Advance to IRWO	2.03		4.07	
- Deferred dues	-	42.05	480.51	829.36
C. Considered Doubtful				
Interest Accrued on :				
Joint Venture				
- Companhia Dos Caminhos De Ferro Da Beira Sarl (Refer note 40)	1.96		1.94	
Advances to Contractors, Suppliers & Others	4.05		4.05	
	6.01		5.99	
Less: Provision for doubtful	6.01	-	5.99	-
Total		**50.82**		838.92

Foot Notes:-
*Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil)

17. Restated Standalone Summary Statement of Current investments

(₹ in Millions)

	Particulars	As at 31st March 2014		As at 31st March 2013	
		Nos.	**Amount (₹ in Millions)**	**Nos.**	**Amount (₹ in Millions)**
A	**Non Trade Investments** **Quoted** **Investment in Mutual Fund**				

	UTI Mutual Fund - Daily Dividend Plan	227,274		231.69		45,156		46.03	
	UTI Fixed Income Series XVI - I	25,000,000		250.00		-		-	
	UTI Fixed Income Series XVIII - IV	25,000,000		250.00		-		-	
	SBI Debt Fund Series - 40	25,000,000		250.00		-		-	
	SBI Premier Liquid Fund - Daily Dividend Plan	278,452		278.50	1,260.19	-		-	46.03
B	**Current Maturities of Long Term Bonds**								
	6.85% Tax Free India Infrastructure Finance Company Ltd. (IIFCL) Bonds of Rs.1,00,000 each		-			6,000	607.07		
	Less : Amortization of premium paid on investment		-	-			3.60	603.47	
	6.00% Tax Free Indian Railway Finance Company Limited (IRFC) Bonds of Rs.1,00,000 each	5000		500.00	500.00	-		-	603.47
	Total				**1,760.19**				**649.50**

Disclosure regarding Quoted Investments:		₹ in Millions	₹ in Millions
Aggregate of Quoted investments - Book value		1,760.19	649.50
- Market value		1,792.38	638.80

18. Restated Standalone Summary Statement of Inventories

(₹ in Millions)

Particulars	As at 31st March 2014		As at 31st March 2013	
a. Material and stores				
- In Hand	346.56		372.20	
- With Third Parties	8.36		10.63	
- In Transit	3.29		3.66	
		358.21		386.49
b. Construction work-in-progress at cost		829.76		859.15
Total		**1,187.97**		**1,245.64**

19. Restated Standalone Summary Statement of Trade receivables

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Unsecured :		
Outstanding for a period exceeding six months from the date they were due for payment		
- Considered good	1,246.48 `	1,591.67

- Considered doubtful & provided for	179.14	1,425.62	210.33	1,802.00
Other trade receivables				
- Considered good	5,284.41		7,719.88	
- Considered doubtful & provided for	-	5,284.41	5.81	7,725.69
		6,710.03		9,527.69
Less: Provision for doubtful debts		179.14		216.14
Total		**6,530.89**		**9,311.55**

Foot Notes:-

(i) Debts due by directors, other officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Nil (Rs. Nil)

(ii) Includes amount due from Subsidiaries :

(₹ in Millions)

Particulars	**Balance at the end of year**	
	31.03.2014	31.03.2013
Outstanding for a period exceeding six months from the date they were due for payment	-	15.80
Other trade receivables	28.18	51.00
Total	**28.18**	**66.80**

20. Restated Standalone Summary Statement of Cash & Bank balances

(₹ in Millions)

Particulars	**Foot Note**	**As at 31st March 2014**		**As at 31st March 2013**	
Cash and cash equivalents					
a) Cash In hand	(i)		1.55		2.45
b) Cheques / drafts in hand			75.74		0.22
c) Balances with banks :					
- In Current accounts		455.67		1,243.86	
- In Flexi accounts	(ii)	1,273.71		1,945.52	
- In Fixed deposits (with a maturity period of less than 3 months)	(ii)	13,441.42	15,170.80	12,437.40	15626.78
d) Remittance in Transit			-		41.91
Other bank balances					
- In Fixed deposits (with a maturity period of more than 3 months and upto 12 months)	(ii)		11,505.46		15166.40
Total			**26,753.55**		**30,837.76**

Foot Notes :-

i) Cash in hand includes cash imprest **₹ 0.23 Millions** (₹ 0.19 Millions)

ii) Includes Clients Fund on which interest is passed on to them:

(₹ in Millions)

Particulars	Balance at the end of year	
	31.03.2014	**31.03.2013**
In Flexi accounts	736.50	725.50
In Fixed deposits (with a maturity period of less than 3 months)	2,723.10	4,700.00
In Fixed deposits (with a maturity period of more than 3 months and upto 12 months)	-	4.00
Total	**3,459.60**	**5,429.50**

21. Restated Standalone Summary Statement of Short term loans and advances

(₹ in Millions)

Particulars	As at 31st March 2014			As at 31st March 2013		
A. Secured, considered good						
Staff Loans and Advances		6.71			6.97	
Advances to Contractors against material and machinery		34.48	41.19		315.32	322.29
B. Unsecured, considered good						
Security Deposits						
- Government Departments		64.43			70.76	
- With Clients		652.15			906.40	
- Others		17.50	734.08		6.11	983.27
Amount Recoverable from :						
Joint Ventures						
- RICON CETA SARL		8.01			11.00	
- Companhia Dos Caminhos De Ferro Da Beira Sarl		46.68			6.66	
- RICON		94.14			94.78	
- International Metro Civil Contractor		32.05			30.07	
- Metro Tunnelling Group		55.09			51.29	
Subsidiaries						
- Ircon Infrastructure & Services Limited		9.25			19.54	
- Indian Railway Station Development Corporation Limited		3.03			-	
Others		5.68	253.93		-	213.34
Staff Loans and Advances		17.80			23.92	
Advances to Contractors and Suppliers		2,253.51			939.66	
Money with held by clients		824.17			725.08	
Sales Tax (including TDS)	1,975.32			1,180.61		
Less :- Deposited under protest	(1,687.99)	287.33		(889.66)	290.95	

Particulars	As at 31st March 2014		As at 31st March 2013	
Value Added Tax	1,094.96		846.55	
Service Tax input credit	3.91		10.67	
Prepaid Expenses	52.78		53.90	
Others	47.91	4,582.37	38.18	2,928.91
C. Considered Doubtful				
Staff Loans & Advances	0.08		0.08	
Advances to Contractors and Suppliers	84.86		86.16	
Deposits with Government Departments	22.56		22.56	
Deposits and Retention Money	132.98		169.36	
Sales Tax (including TDS)	125.63		107.28	
	366.11		385.44	
Less:- Provision for doubtful advances	366.11	-	385.44	-
Total		**5,611.57**		**4,447.81**

Foot Notes :-

(i) Debts due by officers of the company, firms in which any director is a partner or private company in which any director is a member except joint ventures and Subsidiaries are Rs. Nil (Rs. Nil)

(ii) Details of amount due from Directors:

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Amount due from directors included in staff loans and advances	**0.23**	0.30
	0.23	0.30

22. Restated Standalone Summary Statement of Other current assets

(₹ in Millions)

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
A) Interest Accrued on:			
Staff loans and advances (secured)		1.47	1.58
Bonds		86.34	34.15
Staff loans and advances (unsecured)		0.88	0.91
Loan to			
- Indian Railway Welfare Organisation		2.03	2.03
- Ircon Infrastructure & Service Limited		61.38	78.17
Deposits & Advances with:			
- Contractors, Suppliers & Others		553.71	5.26
- Deposit with banks		770.82	940.38
B) Construction Work in Progress (At realisable value)		3,300.95	3,026.55
C) Assets held for disposal	(i)	15.90	11.99

Particulars	Foot Note	As at 31st March 2014	As at 31st March 2013
D) Amount Invested in UTI for purchase of units	(ii)	190.00	-
T OT A L		**4,983.48**	**4,101.02**

Foot Notes :-

(i) Fixed assets beyond economic repair and held for disposal (at lower of the realizable value and book value): -

(₹ in Millions)

Block of assets	As at 31st March 2014		As at 31st March 2013	
	Gross Block	Net Block	Gross Block	Net Block
Plant and Machinery	**199.16**	**15.90**	134.04	11.99
Vehicles	**0.37**	**0.02**	-	-
Total	**199.53**	**15.92**	134.04	11.99

(ii) An amount of ₹ 190.00 Millions (Rupees One hundred Ninety Millions only) was paid to UTI mutual Fund towards purchase of units on 31-03-2014. As 31-03-2014 and 01-04-2014 was considered to be Bank Holiday for transaction in UTI mutual fund, hence, units were allotted to the folio no:509270058623 only on 02-04-2014

(iii) Debts due by officers of the company, firms in which any director is a partner or private company in which any director is a member except JVs and Subsidiaries are Rs. Nil (Rs. Nil).

Details of amount due from Directors:

(₹ in Millions)

Particulars	As at 31st March 2014	As at 31st March 2013
Amount due from directors included in interest accrued on staff loans and advances	0.05	0.03
	0.05	0.03

23. Restated Standalone Summary Statement of Revenue from operations

(₹ in Millions)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013
Contract Revenue	38,410.40	42,442.73
Loco lease	414.89	356.02
Machinery hire charges	0.41	0.77
Other Operating Receipts	121.16	112.15
T O T A L	**38,946.86**	**42,911.67**

Proportionate share of construction revenue in Jointly Controlled Entities

(₹ in Millions)

Particulars	For the year ended 31st March 2014	For the year ended 31st March 2013

Proportionate share of construction revenue in Jointly Controlled Entities	88.06	129.56
	88.06	**129.56**

24. Restated Standalone Summary Statement of Other Income

(₹ in Millions)

Particulars	**For the year ended 31st March 2014**		**For the year ended 31st March 2013**	
Other Income	**2,553.30**		**2,559.36**	
Net Profit Before Tax as Restated	**10,829.49**		**10,979.24**	
Percentage	**23.58%**		**23.31%**	
Source of Income				
Related and Recurring				
Interest on Tax Free Bonds		137.81		96.61
Bank Interest Gross	2,278.83		2,355.53	
Less:- Interest passed to clients	351.98	1,926.85	483.67	1,871.86
Interest on refund of income-tax		87.36		75.09
Interest on staff advances		3.45		4.15
Interest on loan to Ircon ISL		68.20		86.86
Interest on other advances		41.01		41.13
Interest on Fixed Maturity Plan		30.45		-
Exchange Fluctuation Gain	70.50		335.67	
Less:- Exchange Fluctuation Loss	-	70.50	144.56	191.11
Dividend Income	40.46		30.45	
Less:-Dividend passed to clients	0.03	40.43	7.59	22.86
Miscellaneous		145.32		135.33
Profit on sale of assets		1.92		34.36
T O T A L		**2,553.30**		**2,559.36**

(1) The classification of Other Income as recurring/non recurring, related, non related to business activity is based on the current operation and business activity of the company as determined by the management.

25. Restated Standalone Summary Statement of Operating expenses and administrative expenses

(₹ in Millions)

Particulars	Foot Note	Operating expenses				Administrative expenses			
		For the year ended 31st March 2014		For the year ended 31st March 2013		For the year ended 31st March 2014		For the year ended 31st March 2013	
Materials and Stores consumed:									
Opening balance		382.83		677.47			-		-
Add: Purchases during the year		2,578.19		3,923.92			-		-
		2,961.02		4,601.39			-		-
Less: Closing Balance		354.93	2,606.09	382.83	4,218.56		-		-
Work expenses			21,692.26		23,608.63		-		-
(Increase) / Decrease in WIP			29.40		(193.72)		-		-
Design, Drawing, Business Development, Agency and Consultancy Charges			484.23		1,023.57		-		-
Inspection, Geo Technical Investigation and Survey expenses etc.			57.42		36.94		-		-
Repairs and maintenance of machinery			421.39		306.19		-		-
Hire charges of machinery			154.08		94.07		-		-
Exchange fluctuation loss						401.02		-	
Less:- Exchange fluctuation gain						323.81		-	
Net exchange fluctuation loss							77.21		-
Rent - Non-residential (Refer note 33 (II))			37.77		43.04		2.03		1.50
Rates and taxes			89.67		1,356.92		13.98		3.59
Vehicle operation and maintenance			117.11		141.95		8.18		7.84
Repairs and maintenance									
- Building			1.44		2.56		8.41		3.77
- Office and Others			35.13		31.69		20.50		31.71
Power, electricity and water charges			36.63		38.23		13.52		14.50
Insurance			71.59		101.69		0.33		1.77
Travelling and conveyance			92.57		99.55		18.35		15.42
Printing and stationery			18.17		19.55		6.49		9.80
Postage, telephone and telex			24.19		25.53		4.92		5.02
Legal and Professional charges			43.21		25.90		18.08		36.85
Security services			37.95		31.62		1.49		1.58
Business promotion			10.19		11.21		2.31		1.07
Write-off of :									
- Bad debts			405.28		0.96		-		-
- Bad advances			71.47		5.98		-		-
- Assets			0.10		0.03		-		-
Loss on sale of Assets/Stores			-		-		-		3.99

Particulars	Foot Note	Operating expenses		Administrative expenses	
		For the year ended 31st March 2014	For the year ended 31st March 2013	For the year ended 31st March 2014	For the year ended 31st March 2013
Amortization of premium paid on Investments		-	-	3.48	3.60
Director sitting fee		-	-	0.32	0.33
Donation		-	-	0.08	0.04
Auditors remuneration	(i)	-	-	6.34	7.73
Advertisement and publicity		-	-	44.28	33.00
Training and Recruitment		-	-	4.89	5.95
Research and Development expenses		-	-	9.60	24.24
Sustainable Development		-	-	-	9.00
Corporate social responsibility		-	-	84.89	98.36
Miscellaneous expenses		43.94	27.00	12.48	10.78
Provisions (Addition - Write Back)	(ii)	1,400.18	1,019.62	-	-
Provisions / Reserves Utilised	(ii)	(612.63)	(319.18)	-	(98.36)
Total		**27,368.83**	**31,758.09**	**362.16**	**233.07**

(₹ in Millions)

Foot Notes :-

(i)	**Payment to Statutory Auditors:**		**2013-14**		2012-13
	(I) Audit Fee - current year		**3.12**		1.99
	(ii) Tax Audit Fees - current year		**0.76**		0.59
	(iii) Certification Fees		**0.53**		0.87
	(iv) Reimbursement of Expenses:				
	- Local		**1.40**		3.51
	- Foreign		**0.53**		0.77
	Total		**6.34**		7.73
(ii)	Details given in Note - 28				

26. Restated Standalone Summary Statement of Employee remuneration and benefits

(₹ in Millions)

Particulars	Foot Note	For the year ended 31st March 2014		For the year ended 31st March 2013	
		Operating	**Administrative**	**Operating**	**Administrative**

Salaries, wages and bonus (Refer note 33(II))	(i)	1,368.15	256.79	1,182.09	326.19
Contribution to provident and other funds		65.50	26.94	61.91	25.21
Foreign service contribution		4.93	5.76	7.54	3.86
Retirement benefits		114.75	341.63	106.19	236.13
Staff welfare		21.45	4.78	22.41	4.44
Sub Total		**1,574.78**	**635.90**	**1,380.14**	**595.83**
Total		**2210.68**		**1975.97**	

Foot Notes:-

(i) Includes income-tax on non-monetary perks **₹ 3.48 Millions** (₹ 2.31 Millions).

27. Restated Standalone Summary Statement of Finance Cost

(₹ in Millions)

Particulars	**Foot Note**	**For the year ended 31st March 2014**	**For the year ended 31st March 2013**
Interest Expenses	(i)	263.21	0.80
Other Borrowing Cost			
- Bank guarantee & other bank charges		121.31	107.94
Total		**384.52**	**108.74**

Foot Notes:-

(ii) Includes interest on income-tax **₹ 262.98 Millions** (₹ NIL).

28. A. Restated Standalone Summary Statement of Provisions (Net)

(₹ in Millions)

Particulars	**Balance as on 1-4-2012**			**During the year 2012-13**			**Balance as on 31-3-2013**		
	Long Term	**Short Term**	**Total**	**Additions**	**Written Back**	**Utilisation**	**Total**	**Long Term**	**Short Term**
Provided for :									
A Employees Related									
(i) Retirement Benefits									
Gratuity	467.66	28.67	496.33	77.51	-	35.17	**538.67**	506.05	32.62
Leave Salary	524.40	51.50	575.90	112.86	0.79	40.98	**646.99**	584.99	62.00
Settlement allowances on retirement	14.51	1.22	15.73	-	1.63	-	**14.10**	13.14	0.96
Post Retirement Medical Benefits	-	-	-	93.63	-	-	**93.63**	-	93.63
Pension	128.04	-	128.04	50.83	-	-	**178.87**	178.86	0.01
Total of Retirement Benefits (i)	1,134.61	81.39	1,216.00	334.83	2.42	76.15	1,472.26	1,283.04	189.22

	Particulars	Balance as on 1-4-2012			During the year 2012-13			Balance as on 31-3-2013		
		Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
(ii)	**Others**									
	Performance Related Pay	-	121.10	121.10	103.00	-	109.67	**114.43**	-	114.43
	Leave Travel Concession	-	-	-	0.81	-	-	**0.81**	0.54	0.27
	Total of Other Benefits (ii)	-	121.10	121.10	103.81	-	109.67	115.24	0.54	114.70
	Total Employee Related Provisions (i+ii)	**1,134.61**	**202.49**	**1,337.10**	**438.64**	**2.42**	**185.82**	**1,587.50**	**1,283.58**	**303.92**
B	**Others**									
	Demobilisation	181.19	100.27	281.47	96.59	-	5.66	**372.40**	49.73	322.67
	Maintenance	638.91	197.66	836.57	717.48	71.32	64.14	**1,418.59**	468.74	949.85
	Future contingencies (Contracts)	42.86	132.12	174.99	68.14	36.12	134.52	**72.49**	-	72.49
	Design Guarantee	1,833.45	-	1,833.45	385.13	-	-	**2,218.58**	2,218.57	0.01
	Doubtful debts	-	363.11	363.11	37.13	183.15	0.95	**216.14**	-	216.14
	Doubtful advances	434.98	257.30	692.28	206.62	120.94	0.70	**777.26**	396.21	381.06
	Diminution in value of Investment	55.34	-	55.34	-	-	-	**55.34**	55.34	(0.00)
	Corporate Social Responsibility	-	33.44	33.44	64.94	-	98.36	**0.02**	-	0.02
	Liabilties(Legal cases)	-	597.79	597.79	59.79	6.66	5.76	**645.16**	-	645.16
	Other expenses	326.38	413.94	740.33	55.75	250.09	107.45	**438.54**	257.19	181.35
	Income-tax and Wealth tax	-	4,440.66	4,440.66	3,912.54	138.69	17.13	**8,197.38**	-	8,197.38
	Dividend (Interim and Proposed)	-	643.37	643.37	1,484.70	-	1,138.27	**989.80**	-	989.80
	Tax on Dividend (Interim and Proposed)	-	104.37	104.37	240.86	-	184.65	**160.58**	-	160.58
	Total Other Provisions (B)	**3,513.11**	**7,284.05**	**10,797.16**	**7,329.67**	**806.97**	**1,757.59**	**15,562.27**	**3,445.78**	**12,116.50**
	GRAND TOTAL (C = A+B)	**4,647.72**	**7,486.54**	**12,134.26**	**7,768.31**	**809.39**	**1,943.41**	**17,149.78**	**4,729.36**	**12,420.42**
D	**Less:- Considered Separately**									
	Doubtful debts considered in Note 19	-	363.11	363.11				**216.14**	-	216.14
	Doubtful advances considered in Note 15,16 & 21	434.98	257.30	692.28				**777.26**	396.21	381.06
	Impairment of Investment considered in Note 13	55.34	-	55.34				**55.34**	55.34	(0.00)
	Retirement Benefits considered in Note 26	-	-		334.83	2.42	76.15			
	PRP & LTC included in Salaries, Wages and Benefits	-	-		103.81	-	109.67			
	Income-tax adjusted / considered separately	-	-		3,912.54	138.69	17.13			
	Dividend paid / considered separately	-	-		1,484.70	-	1,138.27			

Particulars	Balance as on 1-4-2012			During the year 2012-13			Balance as on 31-3-2013		
	Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
Corporate-tax on Dividend paid / considered separately	-	-		240.86	-	184.65			
T O T A L (D)	**490.31**	**620.42**	**1,110.73**	**6,076.74**	**141.11**	**1,525.87**	**1,048.74**	**451.55**	**597.20**
Net: Current Year (C - D)	**4,157.41**	**6,866.12**	**11,023.53**	**1,691.57**	**668.28**	**417.54**	**16,101.03**	**4,277.81**	**11,823.22**
Previous Year									

NOTE:

Net Provisions(Additions /Write Back) carried to Statement of Profit and Loss	**1019.62**		
Retirement Benefits provisions considered in Note 26		256.26	
Performance Related Pay & LTC considered in Note 26 in Salary and Wages		(5.86)	
Provisions Utilized considered in Note 25			417.54

28 B. Restated Standalone Summary Statement of Provisions (Net)

(₹ in Millions)

	Particulars	Balance as on 1-4-2013			During the year 2013-14			Balance as on 31-3-2014		
		Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
Provided for :										
A	**Employees Related**									
(i)	**Retirement Benefits**									
	Gratuity	506.05	32.62	538.67	103.28	-	23.47	**618.48**	577.59	40.89
	Leave Salary	584.99	62.00	646.99	243.63	5.12	84.47	**801.03**	735.38	65.65
	Settlement allowances on retirement	13.14	0.96	14.10	-	1.18	0.04	**12.88**	12.01	0.87
	Post Retirement Medical Benefits	-	93.63	93.63	81.36	-	-	**174.99**	-	174.99
	Pension	178.86	0.01	178.87	57.27	-	-	**236.14**	-	236.14
	Total of Retirement Benefits (i)	1,283.04	189.22	1,472.26	485.54	6.30	107.98	1,843.52	1,324.98	518.54
(ii)	**Others**									
	Performance Related Pay	-	114.43	114.43	112.20	-	2.42	**224.21**	-	224.21
	Leave Travel Concession	0.54	0.27	0.81	0.78	-	0.17	**1.42**	1.25	0.17
	Total of Other Benefits (ii)	0.54	114.70	115.24	112.98	-	2.59	225.63	1.25	224.38

	Particulars	Balance as on 1-4-2013			During the year 2013-14			Balance as on 31-3-2014		
		Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
	Total Employee Related Provisions (i+ii)	**1,283.58**	**303.92**	**1,587.50**	**598.52**	**6.30**	**110.57**	**2,069.15**	**1,326.23**	**742.92**
B	**Others**									
	Demobilisation	49.73	322.67	372.40	136.58	4.31	25.34	**479.33**	240.13	239.20
	Maintenance	468.74	949.85	1,418.59	1,059.66	55.07	255.81	**2,167.37**	553.65	1,613.72
	Foreseeable Loss	-	72.49	72.49	89.67	-	60.97	**101.19**	-	101.19
	Design Guarantee	2,218.57	0.01	2,218.58	266.76	193.44	-	**2,291.90**	1,722.01	569.89
	Doubtful debts	-	216.14	216.14	1.36	36.81	1.55	**179.14**	-	179.14
	Doubtful advances	396.21	381.06	777.26	22.00	36.57	21.94	**740.76**	379.04	361.72
	Diminution in value of Investment	55.34	(0.00)	55.34	-	-	-	**55.34**	55.34	(0.00)
	Liabilties(Legal cases)	-	645.16	645.16	66.64	12.46	220.04	**479.30**	-	479.30
	Other expenses	257.19	181.35	438.54	281.53	189.45	26.98	**503.64**	229.39	274.25
	Income-tax and Wealth tax	-	8,197.38	8,197.38	3,921.96	142.73	3,292.05	**8,684.56**	-	8,684.56
	Dividend (Interim and Proposed)	-	989.80	989.80	1,821.23	-	1,999.40	**811.63**	-	811.63
	Tax on Dividend (Interim and Proposed)	-	160.58	160.58	317.16	-	339.80	**137.94**	-	137.94
	Total Other Provisions (B)	**3,445.78**	**12,116.50**	**15,562.27**	**7,984.55**	**670.84**	**6,243.88**	**16,632.11**	**3,179.56**	**13,452.55**
	GRAND TOTAL (C = A+B)	**4,729.36**	**12,420.42**	**17,149.78**	**8,583.07**	**677.14**	**6,354.45**	**18,701.26**	**4,505.79**	**14,195.47**
D	**Less:- Considered Separately**									
	Doubtful debts considered in Note 19	-	216.14	216.14				**179.14**	-	179.14
	Doubtful advances considered in Note 15,16 & 21	396.21	381.06	777.26				**740.76**	379.04	361.72
	Impairment of Investment considered in Note 13	55.34	(0.00)	55.34				**55.34**	55.34	(0.00)
	Retirement Benefits considered in Note 26				485.54	6.30	107.98			
	PRP & LTC included in Salaries, Wages and Benefits				112.98	-	2.59			
	Income-tax adjusted / considered separately				3,921.96	142.73	3,292.05			
	Dividend paid / considered separately				1,821.23	-	1,999.40			
	Corporate-tax on Dividend paid / considered separately				317.16	-	339.80			
	T O T A L (D)	**451.55**	**597.20**	**1,048.74**	**6,658.87**	**149.03**	**5,741.82**	**975.24**	**434.38**	**540.86**
	Net: Current Year (C - D)	**4,277.81**	**11,823.22**	**16,101.03**	**1,924.20**	**528.11**	**612.63**	**17,726.02**	**4,071.41**	**13,654.61**
	Previous Year	4,157.41	6,866.12	11,023.53	1,691.57	668.28	417.54	16,101.03	4,277.81	11,823.22

NOTE:

Net Provisions (Additions/Write Back) considered in Note 25	1,400.17	
Provisions Utilized considered in Note 25		612.63

	Particulars	Balance as on 1-4-2013			During the year 2013-14			Balance as on 31-3-2014		
		Long Term	Short Term	Total	Additions	Written Back	Utilisation	Total	Long Term	Short Term
	Retirement Benefits provisons considered in Note 26						371.26			
	Performance Related Pay & LTC considered in Note 26 in Salary and Wages							110.39		

29. Contingent liabilities consist of:

(₹ in Million)

S. No.	Particulars	Amount (₹) 31.03.2014	Amount (₹) 31.03.2013
1	a. Claims against company not acknowledged as debts	12911.00	5972.10
	b. Counter claims of the company (Note: In case claims against the Company do materialise, claims for ₹ 4346.50 Million (₹ 881.40 Million) will be reimbursable from the clients. Interest on claims is not considered, being unascertainable.)	3030.60	2654.80
2	Direct & Indirect disputed tax demands under appeal (Note: of which ₹ 1072.70 (₹ 230.60) Million are reimbursable from clients.)	3022.90	1459.10
3	Demand of Provident fund Commissioner, J&K	17.50	17.50
4	Undertaking to Punjab National Bank against term loan to ISTPL to make good 50% of any shortfall in the dues, if any, in the event of termination of concession agreement, Company's obligation as on 31.03.2014 for 50% of balance amount of loan is	2221.50	2607.70
5	Pending disposal of application for extension of time by clients, company is contingently liable to pay liquidated damages to the extent of	443.30	NIL

Note: Few cases relating to employees/ others are pending in the courts against the company in respect of which liability is not ascertainable.

30. Commitments:

(a) Estimated amount of contracts remaining to be executed on capital account (net of advances) is ₹ 159.20 Million (₹ 5.10 Million).

(b) Other Commitments:

Commitments to fund subsidiaries/ Joint Ventures/ associates:

a. To IrconISL (100% subsidiary of Ircon) towards balance shareholder loan ₹ 167.50 Million (₹ 308.90 Million).

b. To IrconISL (100% subsidiary of Ircon) towards utilization of non funded credit limit with Indian Overseas Bank for issuance of bank guarantee, ₹ 100 Million (₹ 100 Million)

c. To Indian Railway Stations Development Corporation Limited towards its balance share of equity (51%) ₹ 204.00 Million (₹ 306.00 Million).

d. To Chattisgarh East Railway Limited and Chattisgarh East-West Railway Limited towards its balance share of equity (26% each) for ₹ 25.80 Million (₹ 26.00 Million).

e. Undertaking to Punjab National Bank for non disposal of 21% of present holding of company (1,34,12,700 shares of Rs 10 each) in ISTPL (Joint Venture), ₹ 134.13 Million (₹ 134.13 Million).

Other commitments related to sales/procurements made in the normal course of business are not disclosed to avoid excessive details.

31. (a) Some of the balances shown under debtors, advances, creditors and material lying with third parties are subject to confirmation / reconciliation/ adjustment, if any. The Company has been sending letters for confirmation to parties included in the above.

(b) Sales tax (including TDS), Value added tax (VAT) and Income tax (including TDS) shown under advances are subject to confirmation/reconciliation/adjustment, if any.

(c) In the opinion of the management, the value of current assets, loans and advances on realization in the ordinary course of business, will not be less than the value at which these are stated in the balance sheet.

32. (a) Earnings in foreign currency:

(₹ in Million)

Particulars	2013-14	2012-13
Work Receipts & Loco lease	20,184.20	20,469.10
Bank Interest	97.50	61.10
Other Interest	2.00	1.50
Foreign Exchange Fluctuation Gain (Net)	70.50	191.11

Others	17.60	29.90
TOTAL	**20,371.80**	**20,752.71**

(b) Expenditure in foreign currency:

(₹ in Million)

PARTICULARS	2013-14	2012-13
OPERATIONAL EXPENSES	9,906.30	9,803.20
Consultancy charges	401.30	932.60
Foreign Exchange Fluctuation Loss (Net)	77.21	-
Administrative & Other Expenses	1129.70	999.70
TOTAL	**11,514.51**	**11,735.50**

(c) CIF value of Imports:

(₹ in Million)

PARTICULARS	2013-14	2012-13
Materials	600.20	557.40
Consumables, Components and Spares	-	-
TOTAL	**600.20**	**557.40**

(d) Material & store consumed

(₹ in Million)

Particulars	**2013-14**		**2012-13**	
	Amt	**%age**	**Amt**	**%age**
Imported	600.20	23.03	557.40	13.21
Indigenous	2005.89	76.97	3661.16	86.79
TOTAL	**2606.09**	**100.00**	**4218.56**	**100.00**

33. Disclosure regarding Leases:

I. Operating leases for locomotives

2) The Company has provided 25 locomotives on lease to a foreign client as on 31.03.2014. (as on 31.03.2013 – 25 Locomotives)

3) Future minimum lease rental payable / receivable under operating lease for each of the following period is as under:

(₹ in Million)

Lease Rent	Not later than 1 year	Later than 1 year to 5 years	Later than 5 years
Receivable	422.00 (252.00)	318.00 (2.60)	Nil (Nil)
Payable	Nil (Nil)	Nil (Nil)	Nil (Nil)

4) Disclosure of depreciation on lease business assets including standby locomotives for the year:

(₹ in Million)

Particulars of assets	As on 31 March 2014	As on 31 March 2013
Gross carrying amount of assets	356.60	267.90
Accumulated depreciation	338.70	254.50

(₹ in Million)

Particulars	2013-14	2012-13
Depreciation for the year	11.60	18.70

II Operating lease for premises

The Company's leasing arrangements are in respect of operating leases of premises for residential use of employees, offices, guesthouses and transit camps. These leasing arrangements, which are not non-cancellable, are mostly for one year, and are usually renewable on mutually agreed terms. Employee remuneration and benefits (Note 26) include ₹ 65.20 Million (₹ 55.50 Million) towards lease payments, net of recoveries in respect of premises for residential use of employees. Lease payments in respect of premises for offices, guest houses and transit camps aggregate to ₹ 39.80 Million (₹ 44.54 Million) shown as rent in note 25.

34. Segment Reporting:

Primary Segment information (Geographic):

(₹ in Million)

Particulars	INTERNATIONAL		DOMESTIC		TOTAL	
	2013-14	**2012-13**	**2013-14**	**2012-13**	**2013-14**	**2012-13**
A. Turnover						
Revenue from Operations	**19,829.40**	20.469.90	**19,117.46**	22,441.77	**38,946.86**	42,911.67
Add: Share of Turonver in Jointly Controlled Entities	**12.97**	-	**75.09**	129.56	**88.06**	129.56
Other Income	**180.40**	262.10	**2,372.90**	2,297.26	**2,553.30**	2,559.36
Inter-segment	**-**	-	**-**	-	**-**	-
Total Revenue	**20,022.77**	**20,732.00**	**21,565.45**	**24,868.59**	**41,588.22**	**45,600.59**
B. Result						
Profit before Provision, Depreciation, Interest and Tax.	**958.08**	9,421.40	**324.85**	3,007.87	**12,829.27**	12,429.27
Less: Provision & write backs (Net)	**1,344.30**	1,062.50	**55.88**	(42.88)	**1,400.18**	1,019.62
Depreciation	**252.10**	336.20	**84.29**	93.41	**336.39**	429.61
Interest	**-**	-	**263.21**	0.80	**263.21**	0.80
PROFIT BEFORE TAX	**7,984.40**	8,022.70	**2,845.09**	2,956.54	**10,829.49**	10,979.24
TAX EXPENSE	**2,580.70**	2,237.90	**844.94**	609.46	**3,425.64**	2,847.36
PROFIT AFTER TAX	**5,403.70**	**5,784.80**	**2,000.15**	**2,347.08**	**7,403.85**	**8,131.88**
C.OTHER INFORMATION						
Assets	**22,343.80**	25,275.00	**39,374.60**	37,118.25	**61,718.40**	62,393.25
Include Fixed Assets (Net Block)	**690.40**	711.10	**1,006.98**	1,085.01	**1,697.38**	1,796.11
Liabilities	**15,172.30**	16,705.30	**16,295.28**	20,702.58	**31,467.58**	37,407.88

Capital Expenditure: Additions to Fixed Assets	**73.20**	284.20	**33.34**	27.61	**106.54**	311.81

Secondary Segment information (Business):

(₹ in Million)

Particulars	**Operating Income**		**Segment Assets**		**Additions to Fixed Assets**	
	2013-14	2012-13	**2013-14**	2012-13	**2013-14**	2012-13
Construction, etc.	**38,526.70**	42,551.60	**61,410.30**	62,033.25	**8.57**	29.16
Leasing operation	**420.16**	360.07	**308.10**	360.00	**2.08**	2.05
Total	**38,946.86**	42,911.67	**61,718.40**	62,393.25	**10.65**	**31.21**

35. Disclosure in respect of Joint-Ventures (JV)

6. Unincorporated Joint-Ventures:

ii) For projects in operation:

S. No.	**Name of the JV**	**Partner(s) and Country of Origin**	**Participating Interest (in %) as on 31March**	
			2014	**2013**
1	Ircon-RCS-PFLEIDERER	Ircon, India Rayalseema Concrete Sleepers Pvt. Ltd, India Pfleiderer Infrastrukturtecnik Gmbh & Co, Germany	65.08 21.87 13.05	65.08 21.87 13.05
2	IRCON-SPSCPL	Ircon, India SPSCPL, India	50.00 50.00	50.00 50.00
3.	IRCON-AFCONS	Ircon, India Afcons Infrastructure Ltd., India	53.00 47.00	- -

ii) For projects which have been completed:

S. No.	Name of the JV	Partner(s) and Country of Origin	Participating Interest (in %) as on 31st March	
			2014	2013
1	RICON	IRCON, INDIA RITES, India	49.00 51.00	49.00 51.00
2	RICON- CETA SARL	RICON,India CETA, Mozambique	49.00 51.00	49.00 51.00
3	Ircon-COBRA-ELIOP	Ircon, India COBRA, Spain ELIOP, Spain	61.22 34.35 4.43	61.22 34.35 4.43
4	Ircon- Sree Bhawani Builders	IRCON, INDIA Sree Bhawani Builders, India	24.21 75.79	24.21 75.79
5	Ircon-SMJ Project JV	Ircon, India Sumber Mitra Jaya, Indonesia	55.00 45.00	55.00 45.00
6	International Metro Civil Contractor. (IMCC)	DYWIDAG, GERMANY Larsen & Tubro Ltd., India SAMSUNG CORP., KOREA Shimizu Corp., Japan IRCON, INDIA	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
7	Metro Tunnelling Group (MTG)	DYWIDAG, GERMANY Larsen & Tubro Ltd., India SAMSUNG CORP., KOREA Shimizu Corp., Japan IRCON, INDIA	29.00 26.00 26.00 9.50 9.50	29.00 26.00 26.00 9.50 9.50
8	Ircon-GANNON Dunkerly	Ircon, India GANNON Dunkerly	55.70 44.30	55.70 44.30

7. JOINT-VENTURE COMPANIES:

S. No	Name of JV Company	SHAREHOLDERS AND COUNTRY OF ORIGIN	Percentage of Ownership	
			As at 31 March 2014	As at 31 March 2013
1	CCFB (Companhia Dos Caminhos De Ferro Da Beira SARL) Mozambique	IRCON, INDIA RITES, INDIA CFM, Mozambique	25.00 26.00 49.00	25.00 26.00 49.00

2	Ircon-Soma Tollway Private Limited. (ISTPL)	IRCON, INDIA Soma Enterprise Limited, India	50.00 50.00	50.00 50.00
3	Chattisgarh East Railway Limited (CERL)	IRCON,INDIA SECL,India GoCG	26.00 64.00 10.00	26.00 64.00 10.00
4	Chattisgarh East - West Railway Limited (CEWRL)	IRCON,INDIA SECL,India GoCG	26.00 10.00 64.00	26.00 10.00 64.00

(c) Statement of Income, Expenditure, Profit, Assets and Liabilities of Jointly controlled entities

(₹ in Million)

S. No	Particulars	RICON		IMCC		MTG		IRCON-SPSCPL		IRCON-AFCONS		Total	
		2013-14	**2012-13**	**2013-14**	**2012-13**	**2013-14**	**2012-13**	**2013-14**	**2012-13**	**2013-14**	**2012-13**	**2013-14**	**2012-13**
1	**Income**	**4.18**	8.17	**-**	0.09	**-**	6.40	**70.91**	114.90	**12.97**	-	**88.06**	129.56
2	**Expenditure**	**3.30**	3.80	**0.12**	1.34	**(1.75)**	(1.47)	**70.91**	112.20	**23.57**	-	**96.15**	115.87
3	**Fixed Assets**	**-**	0.10	**-**	-	**-**	-	**0.30**	0.10	**0.30**	-	**0.60**	0.20
4	**Current Assets**	**103.10**	100.70	**46.10**	44.70	**81.50**	79.20	**65.70**	65.60	**228.50**	-	**524.90**	290.20
5	**Current Liabilities**	**8.90**	5.90	**14.10**	14.60	**26.40**	27.90	**66.70**	68.70	**228.00**	-	**344.10**	117.10

5) Contingent liabilities towards the Company's proportionate share in JVs :

(i) Indemnity bond in case of IMCC ₹ 12.40 Million (₹ 12.40 Million).

(ii) Sales-tax liability in case of IMCC ₹ 42.50 Million (₹42.50 Million) and Service Tax ₹ 10.10 Million (₹ 10.10 Million).

(iii) Corporate guarantee to Central Excise in case of MTG ₹ 15.40 Million (₹ 15.40 Million).

(iv) Bank guarantee in case of Ircon-RCS- PFLEIDERER ₹ 14.00 Million (₹ 9.10 Million).

(v) Income Tax liability in the case of IMCC (Joint Venture) ₹ 52.90 Million (52.90 Million) and ₹ 8.80 Million(₹4.00 Million) in case of MTG.

(vi) Recovery suit against the IMCC by M/s Sai Engineers as on 31.03.2013 is ₹ 0.20 Million (₹0.20 Million).

(vii) Contingent liability towards the company's share against payments to sub-contractor for NIL (₹ 0.70 Million) for IMCC.

(viii) Bank Guarantee in case of Ircons-Afcons ₹ 567.10 Million (NIL) for Bhairab Railway Bridge Project, Bangladesh

36. RELATED PARTY DISCLOSURES:

d) Enterprises where control exists:

(iv) Subsidiary Companies: -
- Ircon Infrastructure and Services Limited. (IISL)
- Indian Railway Station Development Corporation Limited. (IRSDC)

(v) Joint Ventures: -
- Unincorporated Joint Ventures – As per Note no. 35(a) above
- Joint Venture Companies – As per Note no. 35(b) above.

e) Key management personnel:

Whole time Directors:-S/Shri S.K. Chaudhary, M.K.Singh, Deepak Sabhlok and Hitesh Khanna.
Directors (Official Government nominated):- S/Shri Rajiv Chaudhary, Sukhmal Chand Jain

Independent Directors:- S/Shri Avineesh Matta, Sanjay Kumar Singh, Ms. Vasudha V. Kamat
Company Secretary: - Smt. Iti Matta

Disclosure of transactions with related parties:

(₹ in Million)

Particulars	TRANSACTIONS		OUTSTANDING	
	2013-14	2012-13	As on 31-3-2014	As on 31-3-2013
Remuneration to key management personnel (b above) & Sitting Fees to other Independent Directors	As per Note No. 36		-	4.40
Investment in Subsidiaries & JV	**102.26**	**453.00**	**1242.96**	**1140.70**
Subsidiaries				
IISL	-	351.00	400.00	400.00
IRSDC	102.00	102.00	204.00	102.00

Joint Venture				
ISTPL	-	-	638.70	638.70
CERL/CEWRL	0.26	-	0.26	-
Loan to Subsidiaries & JV	**247.67**	**(16.01)**	**1673.28**	**1425.61**
Subsidiaries				
IISL	141.47	(169.13)	481.54	340.07
Joint Venture				
CCFB	106.20	153.12	1191.74	1085.54
Advances recoverable from Subsidiaries & JV	**77.80**	**109.40**	**140.30**	**49.30**
Amount payable to Subsidiaries & JV	**280.80**	**42.80**	**173.00**	**137.70**
Subsidiaries				
IISL	300.50	109.00	83.60	28.60
Joint Venture				
ISTPL	(23.50)	(38.00)	-	23.50
Income from Subsidiaries & JV	**122.90**	**247.70**	**186.60**	**312.10**
Subsidiaries				
IISL	118.70	221.50	86.80	145.10
Reimbursement from Subsidiaries	**9.10**	**16.00**	**3.00**	**5.40**
Reimbursement from JVs	**2.40**	**-**	**-**	**-**

37. Details of remuneration to Directors:

(₹ in Million)

Sr.	Particulars	2013-14	2012-13
I	Salary & allowances	9.60	19.40
II	Contribution to provident fund	0.90	0.80
III	Superannuation including retirement benefits	1.00	0.30
IV	Reimbursement of medical expenses	0.30	0.40
V	Sitting fee	0.30	0.30
VI	Other benefits	2.60	2.20
	TOTAL	**14.70**	**23.40**

Recovery as applicable has been made from Directors who have been provided with Company accommodation and car.

38. The Company has carried out the assessment on impairment of individual assets by working out the recoverable amount based on lower of the net realisable value and carrying cost during the year in terms of AS 28 “Impairment of Assets” notified by the Companies (Accounting standards) Rules, 2006. The impairment loss is ₹Nil (₹ Nil).

39. The lease agreement for locomotives given on hire to a foreign client has been renew up to 31.12.2015. The renewal of agreement, however, remains always uncertain. In the event of such non-renewal, the left-over spares meant for maintenance of the locomotives will become redundant and fetch insignificant value as it may be too expensive to ship them back to India. Keeping in view sound accounting practices, cost of such spares is expensed in the year of purchase/receipt and this practice is being followed consistently.

40. (a) The Company has 25% equity stake in CCFB, a Joint Venture Company incorporated as per Mozambican laws in the year 2004 to execute a railway project awarded by the Government of Mozambique (GOM) on BOT basis and has paid USD 1.25 Mn (₹ 55.34 Million shown in Non current investments (Note 13)). The Company has provided shareholders’ loan to CCFB which together with accrued interest upto 31.03.2011 is USD 21.124 Mn (₹ 932.42 Million converted at exchange rate on 31.03.2011, against which a sum of USD 1 Mn (₹ 44.22 Million) was received from CCFB on 28.02.2013 and recasting adjustment of Rs. 106.20 Million (Rs. 197.34 Million) - leaving a balance of ₹ 1191.74 Million (₹ 1085.54 Million) shown in Long term loan and advances (Note 15 (B) and (C)) and ₹ 1.96 Million (₹ 1.94 Million)- shown in other non-current assets (Note 16(C))). An exchange gain of ₹ NIL (₹ 10.80 Million has been recognised during the year on realisation of USD 1 Mn. Although the project was complete, the GOM has terminated the concession on 9th November, 2011 and taken over the project on 8th December, 2011.

b) CCFB considers this termination against the contract provisions & unlawful and has initiated arbitration proceedings against GOM. The Company believes that it shall be able to retrieve its entire investment through arbitration by CCFB, yet as a matter of abundant caution and following a conservative approach, pending outcome of the arbitration, a provision of ₹ 333.80 (₹355.70 Million) [₹ 297.70 (₹297.70 Million) towards loan & interest accrued thereon, ₹₹ 32.10 Million (₹ 32.10 Million)] towards possible capital expenditure by CCFB to make railway line operable and ₹ 55.34 Million (₹ 55.34 Million) towards equity investment reduced by interest after termination of ₹ 51.30 Million (₹29.40 Million)] (refer Note13,15 &16) was made towards share of possible loss. The loan amount including interest due has been stated at the exchange rate prevailing on 31.03.2011. Further, for the reasons stated above, interest on loans for the year amounting to ₹ 37.90 Million (₹42.80 Million), cumulative ₹ 85.90 Million (₹76.60 Million) has not been recognized.

41. The Company in its income tax returns has been claiming deduction under Section-80 IA of the Income Tax Act, 1961, in respect of eligible construction projects since assessment year 2000-01. The deduction has been disallowed by the Assessing Officer in all the assessment years. However, the CIT (A) has allowed our claim for the assessment year 2004-05, 2005-06 and 2007-08, but the income tax department has moved to the Tribunal against the order of CIT (A). Accordingly, provision for income tax is being made without considering the deduction under Section 80IA. The amount of deduction under section 80IA up to assessment year 2013-14 is

Rs. 7997.90 Million (Rs.7005.30 Million). The tax impact of 80IA deduction from AY 2000-01 to AY 2013-14 is Rs. 2729.20 Million. Out of this amount of Rs. 2729.20 mn, Rs 1542.10 Million has been adjusted by way of payment of tax and balance of Rs. 1187.10 Million is included in provision for Income tax as on 31.03.2014. The matter is pending before the Tribunal.

42. Disclosure under AS-15, Employee benefits

Provident Fund

The Company pays fixed contribution of Provident Fund at a pre-determined rate to a separate trust, which invests the funds in permitted securities. The trust is required to pay a minimum rate of interest on contribution to the members of the trust. The amount available in the fund including the returns on investment is greater than the obligation of the company.

Gratuity

The liability towards gratuity as per rules of the Company is recognised on the basis of actuarial valuation.

Post-Retirement Medical Facility (PRMF)

The Company had established an irrevocable trust by initial one-time contribution of ₹₹ 12 Million during the year 2000-01 for providing annuity, medical and other benefits to the spouse of employees who die in harness as also the medical benefits to the employees (and spouse) who superannuate from the Company. IRCON Medical Trust has a combined fund of ₹ 318.30 Million as on 31.03.2014 (₹ 305.70 Million). This being a voluntary welfare measure, the Company is not liable for providing such benefits to its employees. However, company has also kept provision of ₹ 175.00 Million (₹ 93.60 Million) based on actuarial valuation.

Leave Encashment

The liability towards encashment of leave as per rules of the Company is recognised on the basis of actuarial valuation except for employees posted in foreign projects.

Since the foreign assignments are treated as dies - non, liability for those employees is provided in the books on accrual basis as the amount is payable to employee on repatriation.

Other Retirement Benefits

Other retirement benefits include settlement at home-town or to the place where he or his family intends to settle in India including Baggage Allowance. The liability on this account is recognized on the basis of actuarial valuation.

The summarised position of various employee benefits recognised in the statement of profit and loss and balance sheet is as under

xi) Changes in the present value of obligations

(₹ in Million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Present Value of Obligation as at beginning of the period	538.70 (496.30)	613.40 (556.10)	0.80 (-)	14.10 (15.70)
Interest Cost	40.40 (37.20)	46.00 (41.70)	0.10 (-)	1.10 (1.20)
Current Service Cost	31.60 (29.00)	47.20 (50.90)	- (-)	0.60 (0.70)
Past Service Cost	- (-)	- (-)	- (-)	- (-)
Benefit Paid	(23.50) ((35.10))	(71.60) ((35.60))	(0.20) (-)	- (-)
Actuarial (gain)/loss on obligation	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Present Value of Obligation as at the end of the period	618.50 (538.70)	769.50 (613.40)	1.40 (0.80)	12.90 (14.10)

* Except employees posted on Foreign Projects.

xii) Changes in the fair value of plan assets

(₹ in Million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Fair Value of plan assets as at beginning of the period	- (-)	- (-)	- (-)	- (-)
Expected return on Plan Assets	- (-)	- (-)	- (-)	- (-)
Contributions	- (-)	- (-)	- (-)	- (-)
Benefit Paid	-	-	-	-

	(-)	(-)	(-)	(-)
Actuarial (gain)/loss on Plan Assets	- (-)	- (-)	- (-)	- (-)
Fair Value of Plan Assets as at the end of the period	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

xiii) Fair Value of plan assets

(₹ in Million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Fair value of Plan Asset at the beginning of period	- (-)	- (-)	- (-)	- (-)
Actual return on Plan Assets	- (-)	- (-)	- (-)	- (-)
Benefits paid	- (-)	- (-)	- (-)	- (-)
Fair value of Plan Assets at the end of period	- (-)	- (-)	- (-)	- (-)
Funded Status	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))
Excess of actual over expected return on plan assets	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

xiv) Actuarial gain/loss recognised for the period

(₹ in Million)

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits

Actuarial gain/(loss) for the period- Obligation	(31.20) ((11.30))	(134.50) ((0.40))	(0.70) -	2.80 (3.50)
Actuarial gain/(loss) for the period- Plan Assets	- (-)	- (-)	- (-)	- (-)
Total (gain)/loss for the period	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Actuarial (gain)/loss recognised in the period	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))

* Except employees posted on Foreign Projects.

v) Amount recognised in balance sheet **(₹ in Million)**

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Present Value of Obligation as at the end of the period	618.50 (538.70)	769.50 (613.40)	1.40 (0.80)	12.90 (14.10)
Fair Value of Plan Assets as at the end of the period	- (-)	- (-)	- (-)	- (-)
Funded Status	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))
Excess of actual over estimated	- ((-))	-	- (-)	-
Net liability recognised in the balance sheet	(618.50) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.90) ((14.10))

* Except employees posted on Foreign Projects.

vi) Expenses recognised in statement of profit & loss **(₹ in Million)**

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Current Service Cost	31.60 (29.00)	47.20 (50.90)	- (-)	0.60 (0.70)
Past Service Cost	- (-)	- (-)	0.10 (-)	- (-)
Interest Cost	40.40 (37.20)	46.00 (41.70)	- (-)	1.10 (1.20)
Expected return on plan assets	- (-)	- (-)	- (-)	- (-)
Net actuarial (gain)/ loss recognised in the year	31.20 (11.30)	134.50 (0.40)	0.70 (-)	(2.80) ((3.50))
Expenses recognised in the statement of profit & loss	103.30 (77.50)	227.70 (93.00)	0.80 (-)	(1.20) ((0.16)

* Except employees posted on Foreign Projects.

vii) Amount for the current period **(₹ in Million)**

	Gratuity	Leave Encashment *	LTC	Other Retirement Benefits
Present Value of Obligation	618.50 (538.70)	769.50 (613.40)	1.40 (0.80)	12.90 (14.10)
Plan Assets	- (-)	- (-)	- (-)	- (-)
Surplus (Deficit)	(618.5) ((538.70))	(769.50) ((613.40))	(1.40) ((0.80))	(12.80) ((14.10))
Experience adjustments on plan liabilities -(Loss)/ Gain	(31.20) ((11.30))	(134.50) ((0.40))	(0.70) (-)	2.80 (3.50)

Experience adjustments on plan assets -(Loss)/ Gain	- (-)	- (-)	- (-)	- (-)

* Except employees posted on Foreign Projects.

viii) Actuarial Assumptions

f.	Method used	Projected Unit Credit Method
g.	Discount rate	8%
h.	Rate of increase in compensation levels	8%
i.	Average outstanding service of employees up to retirement	12.96 years
j.	Estimated term of benefit obligations	12.96 years

43. Disclosure in respect of contracts in progress*

(₹ in Million)

Details		Up to 31 March 2014	Up to 31 March 2013
(a)	Aggregate amount of costs incurred and recognized profits (less recognized losses)	181,458.90	167,884.90
		As on 31 March 2014	**As on 31 March 2012**
(b)	Amount of advances received from client	3,148.90	11,419.90
(c)	Amount of retentions (by client)	1,063.20	1,443.20

* excluding projects completed up to 31.03.2014

44. i) The Company has not received any information from any of its suppliers of their being covered under the Micro, Small and Medium Enterprises Development Act, 2006 (MSMED Act). Based on this information, there are no amounts due to Micro, Small and Medium Enterprises as at 31 March 2014.

ii) The Company has not received any information from any of its suppliers of their being a small scale industrial unit. Based on this information, amounts due to small-scale industrial undertaking, which are outstanding for more than 30 days as on 31st March 2014 is Nil (Nil).

45. Basic earnings per share are computed by dividing net profit after tax ₹ 7,403.85 Million (₹ 8,131.88 Million) by 197,96,000 (197,96,000) fully paid up equity shares of ₹ 10 each. Diluted Earnings per share is not applicable, as there is no dilution involved.

46. Company is executing a Broad Gauge Rail Link Project called USBRL in the state of Jammu& Kashmir on Cost Plus Basis. Northern Railways, the client, has raised certain queries on admissibility of certain expenditure incurred by the company/contract addition payable on the cost incurred & certain observations on the quality of work done on the project which has also been suitably replied to. The company doesn't expect any liability on this account. However, adjustment, if any, arising out of these issues will be made as and when required.

As per our Report of even date attached	For and on behalf of the Board of Directors	
ForK.G.Somani&Co.		
Chartered Accountants FRN: 006591N	M.K. Singh Director Finance DIN– 06607392	S.K. Chaudhary Chairman & Managing Director DIN -00515672
Ashish Kumar Batta Partner M. No. 095597	Ritu Arora Company Secretary	

Place: New Delhi
Date: March 20, 2018

ANNEXURE-V A

Note:
Material Adjustment to the Restated Standalone Financial Statement

1. Material Regrouping
Appropriate adjustments have been made in the Restated Standalone Financial Statements of Assets and Liabilities, Profit and Losses and Cash Flows, wherever required, by reclassification of the corresponding items of income, expenses, assets and liabilities in order to bring them in line with the regroupings as per the audited financial statements of the company and the requirements of SEBI Regulations.

2. Material Adjustments:
The Summary of results of restatement made in the Audited Standalone Financial Statements for the respective years and its impact on the profit / (loss) of the Company is as follows:

RESTATED STANDALONE STATEMENT OF MATERIAL ADJUSTMENT

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
(A) Net Profits as per audited financial statements (A)	9,065.00	7,299.88
Add/(Less) Adjustments on account of:		
i) Auditor qualifications impact provided to the financial Statements:		
a. Exchange rate difference since the company has been carrying balances at exchange rates prevalent at the time of settlement of dues in 1995 with Govt. of India to make it in confirmity with AS-11.(Iraq Dues)	(85.59)	15.80
b. Exchange rates difference arising since the company has carrying balances at exchange rates prevalent as on 31st March 2011 instead of Balance Sheet date.(CCFB)	70.50	44.60
ii). Prior Period Adjustments	(1,645.96)	771.60
Total Adjustments (B)	**(1,661.05)**	**832.00**
Restated Profit/Loss (A+B+C)	**7,403.95**	**8,131.88**

Note: Material adjustments pertaining to Previous Years

i). Auditor's Qualification Adjustments

a. The statutory auditor of the company has qualified his opinion on the ground that the company has been carrying balances at exchange rates prevalent at the time of settlement of dues in 1995 with Govt. of India and the same is not in confirmity with AS-11 leading to profit before tax reduced by 15.80 Millions of F.Y 2012-13. The recasted financial Statements of FY 2012-13 have been adjusted to such extent.

b. The company has been carrying balances at exchange rates prevalent as on 31st March 2011 of shareholder's loan and interest accrued on 31st March 2011 of shareholder's loan and interest accrued thereon from Join t Venture company and not translating at rates prevalent as on balance Sheet date leading to profit before tax reduced by FY 2012-13 - 44.60 Millions & FY 2013-14 -70.50 Millions. The recasted Financial Statements of FY 2012-13 & 2013-14 have been adjusted to such extent.

ii). Prior Period Adjustments

Prior Period Expenses/ Income has been reversed from the financial year in which it has been shown as a prior period expenses/income and the same has been recognised in the Financial year to which it pertains

ANNEXURE -VIA
RESTATED STANDALONE STATEMENT OF ACCOUNTING RATIOS

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Restated PAT as per P& L Account (Rs. in Millions)	7,403.85	8,131.88
Weighted Average Number of Equity Shares at the end of the year	19.80	19.80
Net Worth (Rs. In Crores)	30,233.66	24,956.32
Earnings Per Share		
Basic (In Rupees)	374.01	410.78
Diluted (In Rupees)	374.01	410.78
Return on Net Worth(%)	24.49%	32.58%
Net Asset Value Per share (Rs)	1,527.26	1,260.68
Nominal Value per Equity share (Rs.)	10.00	10.00

Notes :

The ratios have been calculated as below

(a) Basic Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Equity Shares outstanding during the six months/year

(b) Diluted Earnings Per Share (Rs.) = Restated PAT attributable to Equity Shareholders/ Weighted Average Number of Diluted Potential Equity Shares outstanding during the six months/year

(c) Return on Net Worth (%) = Restated PAT attributable to Equity Shareholders/ Net Worth X 100

(d) Restated Net Asset Value per equity share (Rs.) = Restated Net Worth as at the end of the six months/year/ Total Number of Equity Shares outstanding during the six months/year.

Notes

Weighted Average Number of equity shares is the number of equity shares outstanding at the beginning of the six months/year adjusted by the number of equity shares issued during the six months/year multiplied by the time weighting factor. The time weighting factor is the number of days for which the specific shares are outstanding as a proportion to total number of days during the six months/year.

Notes

Earnings Per Share calculation are in accordance with Accounting Standard 20- Earnings Per Share, notified under the Companies (Accounting Standards) Rules 2006, as amended

Net Worth = Equity Share Capital + Reserve and Surplus (including surplus in the Statement of Profit & Loss but excluding CSR Reserve)

Notes

The figures disclosed above are based on the Restated Standalone Financial Statements of the Company.

ANNEXURE:- VIIA

RESTATED STANDALONE STATEMENT OF TAX SHELTERS

(₹ in Millions)

S.No	Particulars	As At March 31,2014	As At March 31,2013
	Notional Tax Rate(A)	0.3399	0.3245
	Profit before Tax -as Restated	10,829.49	10,979.24
	Tax as per National tax rate	3,680.94	3,562.22
	Adjustments		
	Tax impact of Permanent Differences due to:		
	Exempt income	(60.59)	(41.23)
	Non taxable items	(9.13)	(9.32)
	Expenses allowed/disallowed	94.70	23.02
	Other country tax	343.89	434.83
	Total Tax impact on Permanent Differences (D)	368.87	407.30
	Tax impact on Temporary Differences due to:		
	Differences between balance and tax balance of fixed assets	22.08	45.94
	Provisions	431.41	276.58
	Other	(97.04)	51.31
	Total tax impact of Timing Differences	356.45	373.83
	Net Adjustment F= D+E	725.32	781.13
	Less Relief u/s 90/91	(1,488.88)	(1,053.45)
	Adjusted Tax Liability	2,917.38	3,289.90

ANNEXURE-VIII A RESTATED STANDALONE STATEMENT OF DIVIDEND PAID*

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Number of Equity shares outstanding	19.80	19.80
Equity Share Capital	197.96	197.96
Dividend on Equity Shares		
Dividend (Including DDT)	1,150.37	747.74
Rate of Dividend (%)	581.11%	377.72%
Dividend Per Equity Shares	58.11	37.77
Interim Dividend(Including DDT)	1,181.18	575.19
Rate of Dividend (%)	596.68%	290.56%
Dividend Per Equity Shares	59.67	29.06

* Refers to dividend actually paid during the respective years

ANNEXURE-IX A

Restated Statement of Capitalisation

(₹ in Millions)

S.No	Particular	Pre-Offer for the year ended March 31, 2014	Adjusted for Post-Offer
	Debt	-	-
A	**Shareholders' funds**		
-	Share Capital		
-	Reserves & Surplus		
	Total Shareholder's funds	-	-
	Debt/Equity Ratio	-	-

ANNEXURE-X A

RESTATED STANDALONE TURNOVER STATEMENT

(₹ in Millions)

Particulars	As At March 31,2014	As At March 31,2013
Revenue from Services	38,946.86	42,911.67
	38,946.86	**42,911.67**
Turnover of Services not normally dealt by the company	-	-
Turnover of Services normally dealt by the company	38,946.86	42,911.67
	38,946.86	**42,911.67**

SIGNIFICANT DIFFERENCES BETWEEN INDIAN GAAP AND IND AS

Our Restated Financial Information included in this Draft Red Herring Prospectus is prepared in accordance with Ind AS for the nine months period ended December 31, 2017 and for the financial years ended March 31, 2017, March 31, 2016 and March 31, 2015 and in accordance with Indian GAAP for the financial years ended March 31, 2014, March 31, 2013. Indian GAAP differs in certain material respects from IND AS.

The following table summarizes certain of the areas in which differences between Indian GAAP and IND AS could be significant to our financial position and results of operations. This summary should not be taken as an exhaustive list of all the differences between Indian GAAP and IND AS. No attempt has been made to identify all recognition and measurement, disclosures, presentation or classification differences that would affect the manner in which transactions or events are presented in our financial statements (or notes thereto). Certain principal differences between Indian GAAP and IND AS that may have a material effect on our financial statements are summarized below.

Potential investors should consult their own professional advisors for an understanding of the differences between Indian GAAP and IND AS and how those differences might affect the financial information disclosed in this Draft Red Herring Prospectus.

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
1	**Ind AS 1 – Presentation of financial statements**		
(a)	Other comprehensive income (OCI)	There is no concept of "other comprehensive income" under Indian GAAP. While most items are recognized in the statement of profit or loss, certain other items are directly recognized in reserves & surplus	Ind AS-1 requires that the statement of profit and loss shall include a section on other comprehensive income. This comprises all items of income and expense (including reclassification adjustments) that are not recognized in profit or loss as required or permitted by other Ind ASs. All items in OCI are segregated between: ❖ *Items that will not be reclassified into profit or loss:* i. Remeasurement of defined benefit plans ii. Changes in revaluation surplus iii. Gains and losses from investments in equity instruments designated at fair value through OCI iv. Income tax relating to above items ❖ *Items that will be reclassified into profit or loss:* i. Exchange gain/ loss on translation of foreign operations ii. Fair value changes in respect of financial assets (other than equity instruments) measured at fair value through OCI iii. Income tax relating to above items
(b)	Statement of Changes in Equity	Indian GAAP does not require a statement of changes in equity. However, information relating to appropriation of profits/losses and movement in share capital and reserves is presented in the disclosures for line items – 'share capital' and	Ind AS-1 requires presentation of all transactions with equity holders in their capacity as equity holders in the statement of changes in equity (the "SOCIE"). The SOCIE is a primary statement forming part of the financial statements.

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		'reserves and surplus' in the balance sheet.	
(c)	Other disclosures related to key judgments, estimates and uncertainties	There are no specific disclosure requirements under Indian GAAP	Ind AS-1 requires disclosure of: i. Critical judgments made by the management in applying accounting policies; ii. Key sources of estimation uncertainty that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year; and iii. Information that enables users of its financial statements to evaluate the entity's objectives, policies and processes for managing capital.
(d)	Changes in accounting policies	Indian GAAP requires the impact of material changes in accounting policies to be shown in the financial statements. There is no requirement to present an additional balance sheet which retrospectively applies these policies. The impact of retrospective change in accounting policies is included within profit or loss of the reporting period in which the change is made.	Ind AS-1 requires a third balance sheet as at the beginning of the earliest comparative period, where an entity applies an accounting policy retrospectively or makes a retrospective restatement of items in its financial statements, or when it reclassifies items in its financial statements, to be included in a complete set of financial statements.
(e)	Extra-ordinary items	Extraordinary items are income or expenses that arise from events or transactions that are clearly distinct from the ordinary activities of the enterprise and, therefore, are not expected to recur frequently or regularly. Indian GAAP specifically requires the disclosure of certain items as extraordinary items in Net Profit or Loss for the Period.	Ind AS-1 prohibits the presentation of any item as an extraordinary item, either on the face of the income statement or in the notes to financial statements.
2	**Ind AS 8 – Accounting Policies, Changes in Accounting Estimates and Errors**		
(a)	Correction of errors	Prior period errors are included in determination of profit or loss for the period in which the error is discovered and are separately disclosed in the statement of profit and loss or in the notes to financial statements in a manner that the impact on current profit or loss can be evidenced.	Prior period errors are corrected by adjusting opening equity and restating comparatives, unless impracticable.
3	**Ind AS 12 – Income taxes**		

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
(a)	Measurement of temporary differences	Deferred tax is recognized only for timing differences between taxable income and accounting income that originate in one period and are capable of reversal in one or more subsequent periods. No deferred tax is recognized for permanent differences that originate in one period and do not reverse subsequently.	Deferred tax is recognized on all temporary differences, except, when such temporary difference arises on initial recognition of an asset or liability and it is – i. not a business combination; or ii. at the time of transaction, affects neither tax profit nor accounting profit.
(b)	Investment in subsidiaries	For difference in carrying value of investment in subsidiaries for accounting and tax purpose, where such differences do not arise from profit or loss, no deferred tax is recognized.	Temporary differences arise when the carrying amount of investments in subsidiaries in accounting books becomes different from the tax base of the investment. This may occur in a number of different circumstances, for example – existence of undistributed profits of subsidiaries, change in foreign exchange rates when a parent and its subsidiaries are based in different countries, a reduction in carrying amount of investment to its recoverable amount, etc. An entity shall recognize deferred tax for all such temporary differences, except where both of following conditions are met – i. Parent is able to control the timing of reversal of such temporary differences; and ii. It is probable that such temporary differences will not reverse in the foreseeable future.
(c)	Recognition of taxes on items recognized in other comprehensive income or directly in equity	No specific guidance under Indian GAAP.	For items that are recognized outside profit or loss, like in other comprehensive income or directly in equity, tax is also recorded in other comprehensive income or in equity, as appropriate.
(e)	MAT credit entitlement: presentation	This is required to be presented under loans and advances.	Under Ind AS, deferred tax asset is defined to include the carry forward of unused tax credits. Accordingly – i. MAT credit entitlement which is unused tax credit is classified as deferred tax assets (net) in the Balance Sheet and a separate note is provided specifying the nature and amount of MAT credit included as part of deferred tax. ii. Further, MAT credit entitlement should be grouped with deferred tax in the Statement of Profit and Loss and a

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			separate note should be provided specifying the amount of MAT credit.
(f)	Additional Disclosures	Certain additional disclosures like reconciliation of tax expense between recognized expense and expected tax on accounting income, unrecognized deferred tax liabilities on undistributed earnings of subsidiaries, losses on which no deferred tax is recognised, etc. are not required.	Additional disclosures required under Ind AS include: • a reconciliation between income tax expense (income) reported and the product of accounting profit multiplied by the applicable tax rate. Either a numerical reconciliation or tax rate reconciliation is required to be presented. • unrecognized deferred tax liability on undistributed earnings of subsidiaries • amount of deductible temporary differences, unused tax losses and unused tax credits for which no deferred tax is recognized in the balance sheet, etc.
4	**Ind AS 40 – Investment property**		
(a)	Investment property	Indian GAAP does not have any elaborated guidance on classification of investment property, i.e., property held for purpose of earning rentals or capital appreciation. Such properties are considered part of fixed assets and classified as such.	Ind AS provides specific guidance for investment properties, i.e., land or building – or part of a building – or both held by the owner or by the lessee under a finance lease) to earn rentals or capital appreciation or both, rather than for: a. use in the production or supply of goods or services or for administrative purposes; or b. sale in the ordinary course of business. These are required to be presented separately from property, plant & equipment held for the purpose of production of goods.
5	**Ind AS 17 – Leases**		
(a)	Operating leases	Lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term, unless another systematic basis is more representative of the time pattern of the user's benefit.	Lease payments under an operating lease are recognized as an expense in the statement of profit and loss on a straight line basis over the lease term unless either of the below are met: i. another systematic basis is more representative of the time pattern of the user's benefit, or

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			ii. payments to the lessor are structured to increase in line with expected general inflation for cost increases.
6	**Ind AS 18 – Revenue**		
(b)	Gross vs Net	There was limited guidance on principal vs agent issue.	An entity needs to consider legal form as well as substance of the transaction while presenting revenue and costs associated with the transaction.
(c)	Multiple element revenue contracts	Revenue is measured at the amount received or receivable against sale of goods. Revenue against sale of services are recognized when the services are rendered.	Where contracts with customers have more than one performance obligation i.e. delivery of goods and extended warranty services, transaction price is allocated to each such element.
7	**Ind AS 19 – Employee benefits**		
(a)	Actuarial gains and losses	All actuarial gains or losses are recognized in the statement of profit and loss.	Actuarial gains and losses in respect of defined benefit plans are recognized as a part of Other Comprehensive Income and are never reclassified to profit and loss .
8	**Ind AS 21 – The effects of changes in foreign exchange rates**		
(a)	Functional and presentation currency	Foreign currency is a currency other than the reporting currency which is the currency in which financial statements are presented. There is no concept of functional currency.	Functional currency is the currency of the primary economic environment in which the entity operates. Foreign currency is a currency other than functional currency. Presentation currency is a currency in which the financial statements are presented.
9	**Ind AS 24 – Related party disclosures**		
(a)	Definition of related party	Parties are considered to be related if: a) enterprises that directly, or indirectly through one or more intermediaries, control, or are controlled by, or are under common control with, the reporting enterprise b) associates and joint ventures of the reporting enterprise and the investing party or venturer in respect of which the reporting enterprise is an associate or a joint venture; c) individuals owning, directly or indirectly, an interest in the voting power of the reporting enterprise that gives them control or significant influence over the enterprise, and relatives of any such individual; d) key management personnel and relatives of such personnel; and	A related party is a person or entity that is related to the entity that is preparing financial statements (reporting entity): a. A person or a close member of that person's family is related to a reporting entity if that person: i. Has control or joint control of the reporting entity; ii. Has significant influence over the reporting entity; iii. Is a member of the key management personnel of the reporting entity or a parent of the reporting entity. b. An entity is related to a reporting entity if any of the following conditions applies: i. The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		e) enterprises over which any person described in (c) or (d) is able to exercise significant influence.	ii. One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member). iii. Both entities are joint ventures of the same third party. iv. One entity is a joint venture of a third party and the other entity is an associate of the third entity. v. The entity is a post-employment benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity. vi. The entity is controlled or joint controlled by a person identified in (a). vii. A person identified in (a)(i) has a significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity). viii. The entity or any member of the group of which it is a part, provides key management personnel services to the reporting entity or to the parent of the reporting entity.
(b)	Related Party Disclosures	Indian GAAP does not have such requirement.	According to Ind AS, an entity discloses that the terms of related party transactions are equivalent to those that prevail in arm's length transactions, only if such terms can be substantiated. Ind AS requires disclosure of key management personnel's compensation in total and for certain specified categories, such as short-term employee benefits and post-employment benefits Indian GAAP has no such stipulation on substantiation of related party transactions when the same is disclosed to be on arm's length basis
10	**Ind AS 32 - Financial instruments: presentation**		
(a)	Financial vs non-financial	There was no such requirement.	**Financial instrument is** Any contract that gives rise to a **financial asset** of one entity

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			and a **financial liability** or **equity instrument** of another entity. **Financial asset is** i) cash ii) an equity instrument of another entity iii) a **contractual right:** to receive cash or another financial asset from another entity to exchange financial assets or financial liabilities under favourable conditions **Financial liability is** A contractual **obligation** i) **to deliver cash or other financial assets** to another entity ii) To exchange financial assets/ liabilities under **potentially unfavourable conditions**
11	**Ind AS 36 – Impairment of assets**		
(a)	Frequency	Goodwill is tested for impairment only when there is an indication that they may be impaired.	Goodwill is required to be tested for impairment at least on an annual basis or earlier if there is an impairment indication.
12	**Ind AS 101 – First time adoption of Indian Accounting Standards**		
(a)	Exceptions and exemptions on the first time adoption of Ind AS	There is no equivalent standard under Indian GAAP.	**Exceptions to the retrospective application of other Ind AS** This Ind AS prohibits retrospective application of some aspects of other Ind AS. The following are likely to be applicable to the Company: (i) **Estimates:** An entity's estimates in accordance with Ind AS at the date of transition to Ind AS shall be consistent with estimates made for the same date in accordance with previous GAAP, unless there is objective evidence that those estimates had an error. (ii) **Classification and measurement of financial assets:** if it is impracticable for an entity to apply retrospectively the effective interest method in Ind AS 109, the fair value of the financial asset or the financial liability at the date of transition to Ind AS shall be the new gross carrying amount of that financial asset or the new amortized cost of

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			that financial liability at the date of transition to Ind AS. (iii) **De-recognition of financial assets and financial liabilities:** an entity that de-derecognised non-derivative financial assets or non-derivative financial liabilities in accordance with its previous GAAP as a result of a transaction that occurred before the date of transition to Ind ASs, it shall not recognize those assets and liabilities in accordance with Ind ASs. **Exemptions from other Ind AS** An entity may elect to use some optional exemptions provided. The following are likely to applicable to the Company: (i) **Business combination:** Entity may elect not to apply Ind AS 103 retrospectively to past business combinations that occurred before the date of transition to Ind AS. (ii) **Deemed cost:** Entity may elect to continue with the carrying value of property, plant and equipment as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous GAAP and use that as its deemed cost as at the date of transition (after making few changes as prescribed). (iii) **Cumulative translation difference:** Entity may apply this exemption and the cumulative translation differences for all foreign operations are deemed to be zero at the date of transition to Ind AS. (iv) **Investment in subsidiaries, associate**: Entity may elect to continue the carrying value of investment in subsidiaries, associate as recognized in the financial statements as at the date of transition to Ind AS, measured as per previous

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
			GAAP and use that as its deemed cost as at the date of transition to Ind AS. (v) **Asset retirement obligation:** Entity may elect to adopt measure the liability at transition date as per Ind AS 37, estimate the amount of the liability included in the cost of the related asset when the liability first arose and calculate the accumulated depreciation on that discounted amount, as of the date of transition. (vi) **Fair value measurement of financial assets or financial liabilities at initial recognition:** An entity may apply the requirements of fair valuation prospectively to transactions entered into on or after the date of transition to Ind ASs.
13	**Ind AS 109 – Financial instruments**		
(a)	Accounting for investments and other financial assets	Investments which are readily realizable and intended to be held for not more than one year from the date of acquisition of such investments are classified as current investments. All other investments are classified as long term investments. *Initial measurement:* On initial recognition, all investments are measured at cost. Cost comprises purchase price and directly attributable acquisition charges such as brokerage, fees and duties. If any investment is acquired, or partly acquired, by issue of equity shares or other securities, acquisition cost is the fair value of securities issued. *Subsequent measurement:* (i) Current investments are carried at lower of cost and fair value determined on an individual investment basis. (ii) Long term investments are carried at cost less provision for diminution to recognize a decline other than temporary in	*Initial measurement:* Financial assets are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss which are measured initially at fair value. *Subsequent measurement:* For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition: ❖ Amortised cost ❖ financial assets at fair value through profit or loss (FVTPL) ❖ financial assets at fair value through other comprehensive income (FVOCI) ❖ *Amortised cost* A financial asset shall be measured at amortised cost using effective interest rates if both of the following conditions are met: (i) financial asset is held within a business model whose objective is to hold financial assets in order to collect contractual cash flows; and

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		the value of long term investment.	(ii) contractual terms of the financial asset give rise on specified dates to cash flows that are solely payments of principal and interest on the principal amount outstanding. For the Company, this category may include items such as security deposits, receivables from related parties, advances given to employees and trade receivables ❖ *Financial assets at fair value through profit or loss (FVTPL)* Financial assets at FVTPL include financial assets that either do not meet the criteria for amortised cost classification or are equity instruments held for trading or that meet certain conditions and are designated at FVTPL upon initial recognition. Assets in this category are measured at fair value with gains or losses recognized in profit or loss. The fair values of financial assets in this category are determined by reference to active market transactions or using a valuation technique where no active market exists. For the Company, this category includes investments in mutual funds. ❖ *Financial assets at fair value through other comprehensive income (FVOCI)* FVOCI financial assets are either debt instruments that are managed under hold to collect and sell business model or are non-trading equity instruments that are designated to this category. FVOCI financial assets are measured at fair value. Gains and losses are recognized in other comprehensive income and reported in OCI reserve within equity, except for interest and dividend income, impairment losses and foreign exchange differences on monetary assets, which are recognized in profit or loss.

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
(b)	Expected credit loss model for provision for doubtful debts	Provisions are made for specific receivables based on circumstances such as credit default by customers, disputes, etc. Different methods may be used for making provisions for bad debts, including ageing analysis and individual assessment of recoverability.	A loss allowance for expected credit losses is recognised for all financial assets. Expected loss on individually significant items are considered for impairment when they are past due and based on company's historical counterparty default rates and forecast of macro-economic factors. - Financial assets that are not considered to be individually significant are segmented by reference to the industry and region of the counterparty and other shared credit risk characteristics to evaluate the expected credit loss. - The expected credit loss estimate is then based on recent historical counterparty default rates for each identified segment.
(c)	Accounting for financial liabilities	Under Indian GAAP, no accounting standard provides detailed guidance on the measurement of financial liabilities. The common practice is to recognize financial liability for consideration received on its recognition. Subsequently, interest is recognized at contractual rate, if any.	Under Ind AS: • All financial liabilities are classified into two categories, namely, fair value through profit or loss (FVTPL) and other financial liabilities; • Initially, all financial liabilities other than those classified as FVTPL, are measured at fair value. • Subsequent to initial recognition, liabilities which are classified at FVTPL are measured at fair values, with gain or loss (other than gain or loss attributable to 'own credit risk') being recognized in income statement. Gain or loss attributable to 'own credit risk' for FVTPL liabilities is recognized in equity. • All other financial liabilities are measured at amortized cost using the effective interest method.
14	**Ind AS 103 - Business combinations**		
(a)	Accounting for assets and liabilities acquired	Where an entity acquires control over the investee entity (referred to as 'subsidiary'), the assets and liabilities of the subsidiary are recognised at their book values on date of acquiring control.	An entity shall account for each acquisition using acquisition method, as follows: i. Recognizing and measuring identifiable assets and liabilities acquired at fair value ii. Recognizing non-controlling interest at fair value (or

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
		Excess of cost of investment and parent's portion of equity in the subsidiary, at the date of investment is recognised as 'goodwill' in the consolidated financial statements. Alternatively, if cost of investment is lower than parent's portion of equity, then difference is recognised as 'capital reserve'.	proportionate share in fair value of net assets acquired) iii. Excess of cost of investment over sum of i & ii above is recognized as 'goodwill'. Alternatively, excess of sum of i & ii above over cost of investment is recognized in other comprehensive income and taken to capital reserve as a separate component of equity.
(b)	Contingent Consideration under business combination	Under Indian GAAP, AS 14 requires that where the scheme of amalgamation provides for an adjustment to the consideration contingent on one or more future events, the amount of the additional payment is included in the consideration and consequently goodwill, if payment is probable and a reasonable estimate of the amount can be made. In all other cases, the adjustment is recognized as soon as the amount is determinable.	Ind AS requires that contingent consideration in a business combination be measured at fair value at the date of acquisition, and that this is recognized in the computation of goodwill/ capital reserve. Subsequent changes in the value of contingent consideration depend on whether they are equity instruments, assets or liabilities. If they are assets or liabilities, subsequent changes are generally recognized in profit or loss for the period. If they are classified as equity, it is not re-measured subsequently.
(c)	Accounting for acquisition costs	Acquisition costs are adjusted in cost of investment and hence, impact computation of goodwill.	Any acquisition costs are directly recognized in profit or loss.
15	**Ind AS 107 – Financial instruments Disclosures**		
(a)	Disclosures for financial instruments	No specific disclosures.	In addition to the break-up of financial assets and financial liabilities split into major categories as referred in point 12 above, additional disclosures are required to be made for the following – (i) Allowance for credit losses for each category of financial assets (ii) Fair value disclosures for each category of financial assets and financial liabilities which includes fair value techniques and processes followed to arrive at the same. (iii) Quantitative and qualitative disclosures relating to risks arising from financial instruments and how they are managed or mitigated, primarily including – credit risk, liquidity risk and market risk
16	**Ind AS 110 – Consolidated financial statements**		

No.	Particulars	Accounting under Indian GAAP	Accounting under Ind AS
(a)	Definition of control – a parent consolidates entities based on the definition of control under respective GAAP's.	Control is: a) The ownership, directly or indirectly through subsdiary(ies), of more than one-half of the voting power of an enterprise; or b) Control of the composition of the board of directors in the case of a Company or of the composition of the corresponding governing body in case of any other enterprise so as to obtain economic benefits from its activities.	An investor is said to exercise control over an investee entity, when the investor has all of the following: (i) Power over the investee; (ii) Exposure, or rights, to variable return from its involvement with the investee; and (iii) The ability to use its power over the investee to affect the amounts of the returns. When assessing control of an investee, an investor shall consider the purpose and design of the investee in order to identify the relevant activities, how decisions about the relevant activities are made, who has the current ability to direct those activities and who receives returns from those activities.
(b)	Treatment of Losses incurred by Subsidiary	Under Indian GAAP, excess losses attributable to minority shareholders over the minority interest are adjusted against the majority interest, unless the minority has a binding obligation to, and is able to, make good the losses.	Ind AS requires losses incurred by the subsidiary to be allocated between the controlling (parent) and non-controlling interests, even if the losses exceed the non-controlling equity investment in the subsidiary.
17	**Ind AS 108 – Operating Segment**		
(a)	Operating Segment	Indian GAAP requires an entity to identify two sets of segments, business and geographical, using a risk and-reward-approach, with the entity's system of internal financial reporting to key management personnel" serving only as the starting point for the identification of such segments.	On adoption of Ind AS, the identification of an entity's segments may change from the position under Indian GAAP. Ind AS requires operating segments to be identified on the basis of internal reports on components of the entity that are regularly reviewed by the Chief Operating Decision Maker ("CODM"), in order to allocate resources to the segment, and to assess its performance.

MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

You should read the following discussion of our financial condition and results of operations together with our restated financial information which is included in this Draft Red Herring Prospectus. The following discussion and analysis of our financial condition is based on our restated financial statements for the nine-month period ended December 31, 2017 and the fiscal years ended March 31, 2017, March 31, 2016 and March 31, 2015 including the related notes and reports prepared in accordance with Ind AS or Indian GAAP, as applicable, which differs in certain material respects with U.S. GAAP and IFRS. For a discussion of certain significant differences between Indian GAAP and U.S. GAAP, see "Description of Certain Differences between Indian GAAP and U.S. GAAP." Our restated financial statements have been derived from our audited financial statements. You should also read the sections entitled "Risk Factors" and "Forward Looking Statements" on page 20 and 18, respectively, included in this Draft Red Herring Prospectus which discuss a number of other factors and contingencies that could affect our financial condition and results of operations.

Our fiscal year ends on March 31 of each year. Accordingly, all references to a particular fiscal year are to the 12 months ended March 31 of that year.

Overview

We are an integrated Indian engineering and construction company, specializing in major infrastructure projects, including railways, highways, bridges, flyovers, tunnels, aircraft maintenance hangers, runways, EHP sub-stations, electrical and mechanical works, commercial and residential properties, development of industrial areas and other infrastructure activities. We provide EPC services on a fixed-sum turnkey basis as well as on an item rate basis for various infrastructure projects. We also execute on build, operate and transfer mode in various infrastructure projects. We are headquartered in Saket, New Delhi and have 26 project offices and five regional offices to support and manage our business operations throughout India and five overseas project offices in Sri Lanka, Bangladesh, Malaysia, South Africa and Algeria to provide onsite support overseas. Our reputation for quality, commitment and consistency in terms of performance, as well as our local, regional and international presence has allowed us to service the growing infrastructure needs throughout India. Our Order Book as of a particular date comprises the estimated revenues from the unexecuted portions of all our existing contracts. As of December 31, 2017, we had an Order Book of ₹223,871.7 million.

Since we commenced operation in 1976, we have serviced a diverse range of infrastructure and construction projects, and while our primary focus and strength is still deeply rooted in the railway sector, we have since diversified into other transport and infrastructure segments such as highway and road construction, and expanded our geographical coverage to many countries around the world. In addition, although our largest shareholder is the Ministry of Railways, we remain an independent commercial enterprise that is legally, functionally, and financially autonomous from the Government of India, operating under the Companies Act of India and other applicable laws.

Our present business composition can be categorised into the following sectors:

Railway: We undertake railway projects on a turnkey basis comprising track laying, construction of bridges, railway electrification, signaling and telecommunications, supply of locomotive and rolling stock, setting up of railway workshop, as well as upgradation and rehabilitation of existing lines, including doubling through mechanized track laying with industry standard equipment and skilled manpower. We also undertake setting up of complete plant for mass production of concrete sleepers on a turnkey basis. We have laid several high-speed railway lines carrying heavy traffic on concrete sleepers with elastic fastening and specially designed track structures. We have also constructed dual gauge railway track on concrete sleepers in Bangladesh and elevated rail track in Malaysia. We have successfully completed the construction of major rail bridges across the Ganga, Brahmaputra, Mahanadi, Meghna and Narmada rivers.

Roads and Highways: We are also involved in the construction of roads, highways and expressways and have the skill and know-how to undertake large complex road projects of all types and in different terrains. We have executed major road projects in India, Bangladesh and Nepal, and completed a network of roads for railway projects in Iraq and Algeria. We are also engaged in continuing initiatives like the development of national highways under NHDP, a special accelerated Road Development Programme for North-Eastern Region, the National Highway Inter-connectivity Improvement Programme, improvement in the efficiency of National Corridors, the development of economic corridors/feeder routes, rural roads under PMGSY, and the Bharatmala programme to develop road connectivity to border areas, coastal and port connectivity roads.

Electrical: We have been awarded the electrification work of several tracks, including areas between "Mathura-Kasganj-Kalyanpur" and "Katni-Singrauli", as part of the "Mission Electrification" initiated by the Indian Railways in its effort to electrify 24,400km track by 2020-2021. We are also engaged in IT enablement and strengthening of the power distribution network in urban areas in conjunction with the Ministry of Power under the Integrated Power Development Scheme.

Building: We also from time to time carry out construction of different types of buildings, such as commercial/industrial/institutional/residential buildings, airport hangers, station buildings and hospitals, as well as provide services such as general electrification. We undertake these building projects both in India and abroad and have successfully completed number of sizable projects of this type.

Our total revenues for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹33,013.48 million, ₹29,086.37 million and ₹32,325.05 million, respectively. Our profit after tax for Fiscal Year 2017, Fiscal Year 2016 and Fiscal Year 2015 were ₹3,841.84 million, ₹3,931.08 million and ₹5,630.31 million respectively. For the nine-month period ended December 31, 2017, our total revenue and profit after tax were ₹25,912.26 million and ₹1,876.51 million, respectively.

Significant Factors Affecting our Results of Operations

Our performance and results of operations are impacted by various market developments in the construction and infrastructure industry, including the follows:

Our business depends on construction and infrastructure projects awarded by government authorities and other entities funded by the government

Our business and revenues depend on construction and infrastructure projects undertaken or awarded by government authorities and other entities funded by the government. Contracts awarded to us by the government, including its central, state or local authorities, accounted for majority of our total consolidated income. We expect these government awarded contracts to continue accounting for a high percentage of our consolidated income in the future. Any adverse change in the policies adopted by government authorities regarding award of its projects, such as pre-qualification criteria, could adversely affect our ability to bid for and/ or win such projects. In addition, any changes in the existing policies pertaining to incentives granted in respect of infrastructure developments, could adversely affect the profitability of our existing projects. For details of certain such policies and incentives, please refer to the chapter "*Regulations and Policies*" on page 173.

Additionally, projects in which government entities participate may be subject to delays, extensive internal processes, policy changes, and changes due to local, national and internal political forces, insufficiency of government funds or changes in budgetary allocations of governments or other entities. Since government entities are responsible for awarding contracts and are parties to the development and operation of certain of our projects, our business is directly and significantly dependent on their support and co-operation. Any withdrawal of support or adverse changes in their policies may lead to our agreements being restructured or renegotiated and could, though not monetarily quantifiable at this time, materially and adversely affect our financing, capital expenditure, revenues, development or operations relating to our existing projects, as well as our ability to participate in competitive bidding or negotiations for our future projects.

Our projects are exposed to various implementation and other risks and uncertainties

The construction or development of our projects involves various implementation risks including construction delays, delay or disruption in supply of raw materials, delays in acquisition of land, unanticipated cost increases, force majeure events, cost overruns or disputes with our joint venture partners. We may be further subject to regulatory risks, financing risks and the risks that these projects may ultimately prove to be unprofitable. In particular:

- delays in completion and commercial operation could increase the financing costs associated with construction and cause our forecast budgets to be exceeded;

- some of the drawings for the sites on which projects are expected to be developed may not be accurate;
- we may encounter unforeseen engineering problems, disputes with workers, force majeure events and unanticipated costs due to defective plans and specifications;
- we may not be able to obtain adequate capital or other financing at affordable costs or obtain any financing at all to complete construction of and to commence operations of these projects;
- we may not be able to provide the required guarantees under project agreements or enter into financing arrangements due to lack of working capital;
- we may not receive timely regulatory approvals and/or permits for development and operation of our projects, such as environmental clearances, mining, forestry or other approvals from the federal or state environmental protection agencies, mining, forestry, railway or other regulatory authorities and may experience delays in government land acquisition and procuring right of way and other unanticipated delays;
- we may not be able to recover the amounts already invested in our projects if the assumptions contained in the feasibility studies for these projects do not materialize;
- we may experience shortages of, and price increases in, materials and skilled and unskilled labour, and inflation in key supply markets;
- we may experience geological, construction, excavation, regulatory and equipment problems with respect to operating projects and projects under construction;
- we may be subject to risk of equipment failure or industrial accidents that may cause injury and loss of life, and severe damage to and destruction of property and equipment;
- we may experience adverse changes in market demand or prices for the services that our projects are expected to provide; and
- the third-party service providers hired to complete the projects may not be able to complete the construction of our project on time, within budget or to the required specifications and standards.

In addition, increases in the prices of construction materials, fuel, labour and equipment, their availability and cost overruns could have an adverse effect on us. The cost of construction materials, fuel, labour and equipment constitutes a significant part of our operating expenses. Our construction operations require various bulk construction materials including steel, cement, sand and aggregate. At certain times, there can be a scarcity of raw materials, which may cause substantial increases in the prices of such raw materials. Transport of these raw materials is subject to various conditions beyond our control, including poor roads, inclement weather or industrial accidents. Further, if breakdowns of our equipment increase as we conduct more construction activities, the costs associated with maintaining such equipment will increase. We may experience unanticipated increases in costs due to fluctuations in the supply and demand in the national and international markets for construction materials. Through our procurement process, we may be able to negotiate bulk discounts with our suppliers due to the large sizes of our purchases. However, we cannot assure you that we will receive bulk discounts in our future purchases. We may need to divide our orders among several suppliers to reduce reliance on a limited number of suppliers, which may result in fewer discounts for us. Our ability to pass on increased costs may be limited under our fixed price contracts, which may have limited or no price escalation provisions. Further, our clients may dispute the increased costs. If we are unable to pass on such unanticipated price increases to our clients in EPC projects or through an increase in annuities or through extension of concession periods in BOT projects, we may have to absorb such increases and our business, financial condition and results of operations may be adversely affected.

Failure to provide performance security may result in forfeiture of the bid security and termination of the concession agreements

Our projects usually require us to deliver a performance security or bank guarantee to the concession authority. Typically, we are required to ensure that the performance security is valid and enforceable for a period of 12 – 36 months after the date of appointment or such other period as is stipulated under the project agreement. As of December 31, 2017, we had outstanding performance securities of ₹8,368.72 million in aggregate for our operating projects and projects which are at various stages of development. Although we have never failed to provide and maintain performance guarantees for any project secured by us in the past, we could experience a delay or inability to provide a performance security within the stipulated period in the future which may result in termination of the concession agreement or enforcing of the bid security. It may also result in us being blacklisted by the concession authority and affect our ability to bid for future tenders or secure future contracts with such concession authority. In case of an event of default by us under the relevant concession agreement and failure by us to remedy such default within the cure period, we may forfeit the relevant performance security. In addition, if we fail to perform our contractual obligations or comply with law or our regulatory obligations, we may be subject to payment of liquidated damages according to the applicable concession agreements. In the event that we forfeit a significant amount of performance security or are required to pay substantial liquidated damages, our business, cash flow, financial condition and results of operations may be materially and adversely affected.

Market conditions may affect our ability to complete our projects at expected profit margin

There is a significant lag between the time we acquire development rights to land for BOT and PPP projects and the time that we develop and operate our projects. Our BOT and PPP projects require substantial capital infusion at periodic intervals before their completion and it may take months or even years before positive cash flows can be generated. The development, implementation and operation of infrastructure projects involve various risks, including, among others, land acquisition risks, regulatory risks, construction risks, time delays in completion of projects, escalations in estimated project cost, financing risks, raw material risks, commodities price risks and the risk that these projects may ultimately prove to be unprofitable. We will be affected if market conditions deteriorate, if we construct inventories at higher prices due to increases in sub-contracting costs, shortages of, and price increases in, energy, materials, skilled and unskilled labour, and inflation in key supply markets fuel costs, environmental risk, including rehabilitation and resettlement costs or other inputs or if the value of constructed inventories subsequently decline. We may not be able to obtain adequate working capital or other financing to complete construction of and to commence operations of our projects. Since development investments are relatively illiquid, our ability to mitigate the risk of any market fluctuations is limited. Any failure in the development, financing, implementation or operation of any BOT or PPP project by us or a company in which we invest is likely to materially and adversely affect our business and results of operations.

Our business may be affected by severe weather conditions and other natural disasters

Our business activities may be materially and adversely affected by severe weather conditions, which may force us to evacuate personnel or curtail services, replace damaged equipment and facilities or suspend our operations or postpone delivery of materials to our worksites. Heavy or sustained rainfalls or other extreme weather conditions such as cyclones could result in delays or disruptions to our operations during the critical periods of our projects and cause severe damages to our premises and equipment. High temperatures during summer months and the monsoon season could limit our ability to carry on construction activities or to fully utilize our resources. Our business activities may also be adversely affected by other natural disasters, including earthquakes, floods, and landslides, which may cause significant interruptions to our operations and damage to our properties and working environment which may not be adequately covered by our insurance policies. During periods of curtailed activity due to severe weather conditions or natural disasters, we may continue to incur operating expenses but our revenues from operations may be delayed or reduced.

Our operations are subject to physical hazards and similar risks

While construction companies, including us, conduct various scientific and site studies during the course of bidding for projects, there are always unanticipated or unforeseen risks that may come up due to adverse conditions, including geological conditions when operating in difficult terrains and regions in India and abroad, machinery dysfunction and other reasons. Our operations are subject to hazards inherent in providing engineering and construction services, such as risk of equipment failure, work accidents, fire or explosion, including hazards that may cause injury and loss of life, severe damage to and destruction of property and equipment, and environmental damage.

Although we have insurance coverage to reduce the damage or losses from such circumstances, we cannot assure you that we will not bear any liability as a result of these hazards. There can also be no assurance that the contractors and sub-contractors hired by us for various activities have sufficient insurance coverage to cover all material mishaps which may arise while carrying on activities on our behalf. Our policy of covering these risks through contractual limitations of liability, indemnities and insurance may not always be effective. These liabilities and costs could have a material adverse effect on our business, results of operations and financial condition.

Work stoppages, shortage of labour and other labour problems could adversely affect our business

We operate in a labour intensive industry and hire contract labour in certain projects. There can be no assurance that we will not experience disruptions to our operations due to disputes or other problems with our work force such as strikes, work stoppages or increased wage demands, which may adversely affect our business. In addition, we enter into contracts with independent contractors to complete specified assignments and these contractors are required to source the labour necessary to complete such assignments. If we are unable to negotiate with the labour contractors or if there is any shortage or disruption in the availability of labour, it could result in work stoppages or increased operating costs as a result of higher than anticipated wages or benefits. India has stringent labour legislation that protects the interests of workers, including legislation that sets forth detailed procedures for establishment of unions, dispute resolution and employee removal and legislation that imposes certain financial obligations on employers upon retrenchment.

Furthermore, under the Contract Labour (Regulation and Abolition) Act, 1970 ("CLRA"), we may be required to absorb a portion of such contract labour as permanent employees. Any order from a regulatory body or court requiring us to absorb such contract labour may have an adverse effect on our business, financial condition and results of operations.

Critical Accounting Policies

A summary of significant accounting policies applied in the preparation of our financial statements is set out in the notes to the financial statements included elsewhere in this Draft Red Herring Prospectus. The audited financial statements are prepared to comply in all material respects with the requirements of Part I of Chapter III to the Companies Act, 2013 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009 ("the SEBI regulations") as amended from time to time unless noted below or elsewhere in this Draft Red Herring Prospectus. The measurement bases are more fully described in the accounting policies set out elsewhere in this Draft Red Herring Prospectus. It should be noted that accounting estimates and assumptions are used in preparing the financial statements. Although these estimates are based on our management's best knowledge of current events and actions, actual results may ultimately differ from such estimates. For more details, see *"Financial Statements - Annexure V- Significant Accounting Policies" for FY 2015, 2016, 2017 and nine months period ended December 31, 2017" and "Financial Statements - Annexure IV A- Significant Accounting Policies" for FY 2013 and 2014"*

Basis of Preparation of Financial Statements

The financial statements as of and for year ended March 31, 2017 and the nine-month period ended December 31, 2017 have been prepared in accordance with Indian Accounting Standards (Ind AS) notified under section 133 of the Companies Act 2013 read with Rule 3 of the Companies (Indian Accounting Standards) Rules 2015 and Companies (Indian Accounting Standards) Amendment Rules 2016. For all periods up to and including the year ended March 31, 2016, the group prepared its financial statements in accordance with accounting standards notified under section 133 of the Companies Act 2013 read together with paragraph 7 of the Companies (Accounts) Rules 2014 (Indian GAAP).These financial statements for the year ended 31 March 2017 are group's first Ind AS financial statements.

The financial statements have been prepared under the historical cost convention and on an accrual basis, except for the following items that have been measured at fair value as required by relevant Ind AS:

- Defined benefit plan and other long-term employee benefits.
- Certain financial assets and liabilities measured at fair value.
- Certain items where time value of money is material.

The preparation of financial statements in conformity with Ind AS requires management to make judgments, estimates and assumptions that affect the application of accounting policies and the reported amounts of assets, liabilities, disclosure of contingent assets and liabilities at the date of financial statements and the reported amount of revenue and expenses. Actual results may however differ from these estimates.

Revenue Recognition

We recognize revenue using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgments to be made on changes in work scopes, claims (for example, compensation and rebates) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, we used the available contractual and historical information.

Contract revenue recognition

Contract revenue is measured at the fair value of the consideration received or receivable recognized to the extent it is probable that the economic benefits will flow to the group and the revenue can be reliably measured. Depending on the nature of contract, revenue is recognized as follows:

- In cost plus contracts, revenue is worked out by including eligible items of expenditure in the bills raised on the clients and charging specified margin thereon.

- In fixed price contracts, revenue is recognized using the percentage of completion method. The percentage of completion is determined as a proportion of cost incurred by work certified up to the reporting date to the total estimated cost of the contract. Full provision is made for any loss in the period in which it is foreseen.

- Claims/arbitration awards (including interest) which are granted in favor of the Group, being in the nature of additional compensation under the terms of the contract are accounted as contract revenue when they are granted and where it is certain to realize the collection of such claims/awards. We have recognized the revenue on account of claims from client of ₹35.65 million during nine-month period ended December 31, 2017.

Revenue does not include GST

Construction contract revenue under service concession arrangement

Revenue related to construction or upgrade services under a service concession arrangement of subsidiary companies is recognized based on the stage of completion of the work performed, when the outcome of construction contract can be measured reliably, and where the outcome of construction contract cannot be measured reliably, revenue is recognized only to the extent of contract cost incurred that is probable will be recoverable.

Toll fee

Toll fee collection from the users of facility is accounted for as and when the amount is due and recovery is certain.

Other revenue recognition

In addition to contract revenue, construction contract revenue under service concession arrangement and revenue generated from toll fee,

- dividend income is recognized when the right to receive payment is established; and

- interest income is recognized taking into account the amount outstanding and the interest rate applicable using effective interest rate method.

Taxation

Current tax

- Taxes including current income-tax are computed using the applicable tax rates and tax laws.

- The tax rates and tax laws used to compute the amount are those that are enacted or substantively enacted, at the reporting date in the countries where the group operates and generates taxable income.

- Current income tax assets and liabilities for current and prior periods are measured at the amount expected to be recovered from or paid to the taxation authorities. Liability for additional taxes, if any, is provided / paid as and when assessments are completed.

Deferred tax

- Deferred income tax is recognized using balance sheet approach.

- Deferred income tax assets and liabilities are recognized for temporary differences which are computed using the tax rates and tax laws that have been enacted or substantively enacted at the reporting date.

- Deferred income tax assets are recognized to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, and the carry forward of unused tax credits and unused tax losses can be utilized.

- The carrying amount of deferred income tax assets is reviewed at each reporting date and reduced to the extent that it is no longer probable that sufficient taxable profit will be available to allow all or part of the deferred income tax asset to be utilized.

- Deferred tax liabilities are not recognized for temporary differences between the carrying amount and tax bases of investment in subsidiaries and interest in joint arrangements where the group able to control the timing of the reversal of the temporary differences and it is probable that the differences will not reverse in the foreseeable future.

- Deferred tax assets are not recognized for temporary differences between the carrying amount and tax bases of investment in subsidiaries and interest in joint arrangements where it is not probable that the differences will reverse in the foreseeable future and taxable profit will not be available against which the temporary differences can be utilized.

Depreciation and Amortization

Tangible assets

- Depreciation on property, plant and equipment is provided on Straight Line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

- Each part of an item of property, plant and equipment is depreciated separately if the cost of part is significant in relation to the total cost of the item and useful life of that part is different from the useful life of remaining asset.

- The estimated useful life of assets for current period of significant items of property, plant and equipment are as follows:

Particulars	Useful Life (yrs.)
Building/flats residential/non-residential	60
Plant and Machinery	8-15
Survey instruments	10
Computers	3-6
Office Equipment’s	5
Furniture and fixtures	10
Caravanas, Camps and temporary shed	3-5
Vehicles	8-10

- Leasehold land and improvements are amortized over the lower of estimated useful life and lease term.

- Depreciation methods, useful lives and residual values are reviewed at each reporting date and adjusted prospectively, if appropriate.

- Property plant and equipment acquired during the year, individually costing up to ₹5000 are fully depreciated, by keeping ₹1 as token value for identification. However, Mobile phones provided to employees are charged to revenue irrespective of its value.

Intangible assets and intangible assets under development

Other than service concession arrangement

(d) Intangible assets are recognized when it is probable that the future economic benefits that are attributable to the asset will flow to the enterprise and the cost of the asset can be measured reliably. Intangible assets are stated at historical cost less accumulated amortization and impairment loss, if any.

(b)Intangible assets under development represent ongoing expenditure incurred and carried at cost.

Amortization of Intangible Assets

(a) Intangible assets are amortized over their respective estimated useful lives on a straight- line basis from the date that they are available for use.

The estimated useful life of intangibles is as follows:

Intangible Assets	**Useful Life**	**Internally generated or self-generated**
Software	Finite (36 months)	Acquired

(e) Amortization methods, useful lives and residual values are reviewed at each reporting date.

Software cost up to ₹100,000 in each case is fully amortized in the year of purchase, by keeping ₹1 as token value for identification.

Toll collection right (Toll Road Service Concession Arrangement)

Our Subsidiaries recognize an intangible asset arising from service concession arrangement when it has a right to charge for usage of the concession infrastructure. An intangible asset received as consideration for providing construction or upgrade service in a service concession agreement is measured at fair value on initial recognition by reference to the fair value of the services provided. Subsequent to initial recognition, the intangible asset is measured at cost, less accumulated amortization and accumulated impairment losses.

The estimated useful life of an intangible asset in a service concession arrangement is the period from where the subsidiary is able to charge the public for use of infrastructure to the end of the concession period.

Toll collection right is amortized using straight line method on pro-rata basis from the date of addition or from the date when the right brought in to service to the expiry of concession period.

Amortization methods and useful lives are reviewed at each reporting date, with the effect of change in estimate accounted for on a prospective basis.

The carrying value of intangible asset is reviewed for impairment annually or more often if events or changes in circumstances indicate that the carrying value may not be recoverable.

Financial asset model

Our Subsidiaries recognize a financial asset arising from a service concession arrangement when it has unconditional contractual right to receive cash or another financial asset from grantor for the construction or upgrade service provided. Such financial assets are measured at fair value on initial recognition and classified as loans and receivables.

Subsequent to initial recognition, the financial assets are measured at amortized cost. Under this model financial asset will be reduced as and when grant has received from grantor.

Station development rights

Intangible assets under development represents ongoing expenditure incurred in respect of a consultancy project and are carried at cost. Cost includes all direct expenditure incurred including staff expenditure for that particular project for which the staff is posted and indirect expenditure in the nature of depreciation of fixed assets, insurance premium

& rent will be split between project expenses and corporate office expenses in ratio of 75% and 25%, respectively. The 75% project expenses are equally distributed among the number of stations.

Intangibles are amortized on a systematic basis over the revenue pattern it will generate. The evaluation of recoverability of intangible assets is done periodically by taking into account events or circumstances that may warrant revised estimates of useful lives or that indicate the asset may be impaired.

Provisions and Contingencies

Provisions

Provision for maintenance is being recognized as follow:

- In Cost-Plus contract, no provision for maintenance is required to be made where cost is reimbursable.

- Item rate and lump-sum turnkey contracts, provision is made for maintenance to cover group's liability during defect liability period keeping into consideration the contractual obligations, the obligations of the sub-contractors, operating turnover and other relevant factors.

- Provision for unforeseen expenditure during design guarantee period is made based on risk perception of management in each contract assessed at the end of each financial year. This shall, however, be subject to a minimum of ₹5,000,000 and maximum of the amount of design guarantee specified in contract agreement with our client.

Provision for demobilization to meet the expenditure towards demobilization of manpower and plant &equipment is made in foreign projects.

Other provision is recognized when:

- we have a present obligation as a result of a past event,

- a probable outflow of resources is expected to settle the obligation and

- a reliable estimate of the amount of the obligation can be made.

Reimbursement of the expenditure required to settle a provision is recognized as per contract provisions or when it is virtually certain that reimbursement will be received. Provisions are reviewed at each balance sheet date.

Provision recognised as above which expected to be settled beyond 12 months are measured at the present value by using pretax discount rate that reflects the risks specific to the liability. The increase in the provision due to the passage of time is recognised as interest expenses.

Contingent liabilities

Contingent liabilities are disclosed in one of the following cases:

- A present obligation arising from a past event, when it is not probable that an outflow of resources will be required to settle the obligation; or

- A reliable estimate of the present obligation cannot be made; or

- A possible obligation, unless the probability of outflow of resource is remote.

Separately, contingent assets are disclosed where an inflow of economic benefits is probable and contingent liability and contingent assets are reviewed at each balance sheet date.

Contingent liability is net of estimated provisions considering possible outflow on settlement.

Foreign Currency Transaction

Items included in the financial statements are measured using the currency of the primary economic environment in which we operate (i.e. functional currency). The financial statements are presented in Indian rupees, which is the presentation as well as functional currency of our group company.

Transactions of Indian operations

Foreign currency transactions are translated in the following manner:

- All foreign currency transactions are translated into functional currency at the rate prevalent on the date of transaction.
- Property, plant and equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.
- Monetary items (trade receivables, trade payables, cash and bank, loans and borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing closing selling rates for liabilities and closing buying rate for assets, at each reporting date.
- Foreign exchange gains or losses in respect of above transactions are recognized in statement of profit and loss.

Transactions of foreign operations

Foreign currency transactions of our foreign operations are translated in the following manner:

- All foreign currency transactions are translated into functional currency at the rate prevalent on the date of transaction.
- Property, plant and equipment, intangibles, investment property, prepaid expenses, inventory and non-monetary items are translated at the rate on the date of initial transaction.
- Monetary items (trade receivables, trade payables, cash and bank, loans and borrowings and other receivables & payables) and contingent assets & liabilities denominated in foreign currency are translated at the prevailing closing selling rates for liabilities and closing buying rate for assets, at each reporting date.
- Foreign exchange gain or losses in respect of above transactions are recognized in profit and loss account.

The result and financial position of foreign operation that have a functional currency different from the presentation currency are translated in to presentation currency as follows:

- Assets/liabilities - Closing selling rates for liabilities and closing buying rate for assets on the reporting date.
- Income/expenses – Average exchange rate during the year.
- Exchange differences on translation of functional currency to presentation currency are recognised in OCI (Other Comprehensive Income).
- On disposal of foreign operation (on realization of complete receivables from client) transfer the component of OCI (Other Comprehensive Income) to profit or loss relating to respective foreign operation.

Principal components of our revenue and expenditure

Revenues

Income from operations

Our operating revenue is generated principally from contract revenue, MFC leasing, loco lease, machinery hire charges, tollways and other income generated from operations such as sale of scrap, export incentive/duty drawback and claims. Revenue is recognized using the percentage of completion method. This requires forecasts to be made of total budgeted cost with the outcomes of underlying construction and service contracts, which require assessments and judgments to be made on changes in work scopes, claims (for example, compensation and rebates) and other payments to the extent they are probable and they are capable of being reliably measured. For the purpose of making estimates for claims, we used the available contractual and historical information.

Other income

Other income comprises interest on tax free bonds, bank interest, interest on other advances, interest on fixed maturity plan, exchange fluctuation gain, dividend income, profit on sale of assets, miscellaneous receipts, provision write-off for loan and equity – Companhia Dos Caminhos De Ferro Da Beira Sarl (CCFB), interest income on unwinding and amortization of financial instruments.

Expenses

Our expenditures principally consist of operating and administrative expenses, employee benefits expenses, financial costs and depreciation, amortization and impairment. Items of expenditures are recognized on accrual basis. However, certain expense/claims, which are not ascertainable, are accounted for on their being ascertained.

Operating Expenses

Operating expenses reflect materials and stores consumed, work expenses, design, drawing, business development, agency and consultancy charges, inspection, geo technical investigation and survey expenses, repairs and maintenance of machinery, hire charges of machinery, rental costs, rates and taxes, vehicle operation and maintenance, general repairs and maintenance, power, electricity and water charges, insurance, travelling and conveyance, printing and stationery, postage, telephone and telex, legal and professional charges, security services, business promotion, write-off of debts and assets.

Employee Benefits Expenses

Employee benefit expenses comprise salaries, wages and bonus (including lease payments in respect of premises for residential use by employees), contribution to provident and other funds, foreign service contribution, retirement benefits and staff welfare.

Financial Costs

Financial costs primarily reflect interest on unwinding and amortization of financial instruments, unwinding of discount on provisions, interest expense payable by us and other borrowing costs such as bank guarantee and other bank charges.

Depreciation, Amortization and Impairment

Depreciation, amortization and impairment is applied to our tangible assets such as freehold buildings, plant and machinery, survey instruments, office equipment, vehicles, as well as intangible assets such as software, lease rights and carriageway. Depreciation on property, plant and equipment is provided on straight line basis (SLM) over the useful life of the assets as specified in Schedule II of the Companies Act, 2013.

Other Expenses

Other expenses include Auditor remuneration, director sitting fees, training and recruitment, CSR and other miscellaneous expenses.

Results of operations

(₹ in million)

Particulars	Nine-month period ended December 31, 2017	Fiscal Year 2017	Fiscal Year 2016	Fiscal Year 2015 (Proforma)
Revenue				
Revenue from operations	24,129.40	29,480.63	23,769.99	28,761.66
Add :- Company share of turnover in Integrated Joint operations	129.60	899.01	1,039.25	886.17

Total Revenue from Operations	24,259.00	30,379.64	24,809.24	29,647.83
Other income	1,653.26	2,633.84	4,277.13	2,677.22
Total Income	25,912.26	33,013.48	29,086.37	32,325.05
Expenses				
Operating Expenses	20,717.05	24,904.73	19,235.88	20,278.82
Employee benefits expenses	1,700.10	1,560.74	1,806.85	1,943.79
Finance costs	521.10	586.52	432.97	287.31
Depreciation, amortization and impairment	121.20	266.7	308.97	220.47
Other Expenses (Administrative)	255.40	366.53	268.15	307.93
Proportionate share of expenses in Integrated Joint operations	82.30	563.94	972.45	862.31
Total Expenses	23,397.15	28,249.16	23,025.27	23,900.63
Profit/(loss) before share of profit/(loss) of joint venture and exceptional items and tax	2,515.11	4,764.32	6,061.10	8,424.42
Exceptional items	-	736.94	-	-
Share in Profit/(Loss) of Joint Ventures	96.20	56.02	54.89	(78.58)
Profit before tax	2,611.31	5,557.27	6,116.00	8,345.84
Tax expenses				
(1) Current tax				
For the year	661.50	1,233.39	1,568.26	1,976.06
For earlier years (net)	-	(183.41)	50.72	407.74
(2) Deferred tax (net)	73.30	665.45	565.94	331.73
Total Tax Expense	734.80	1,715.43	2,184.92	2,715.53
Profit for the year	1,876.51	3,841.84	3,931.08	5,630.31

Discussion on the results of operations

Nine-month ended December 31, 2017

Revenue

Income from operations

Total Income from operations for the nine-month ended December 31, 2017 was ₹24,259.00 million comprising of:

Income from contract revenue in the nine-month ended December 31, 2017 was ₹23,771.00 million. Revenue from machinery hire charges, other operating revenue, MFC leasing income and project management consultancy were ₹34.70 million, ₹97.60, ₹112.30 million and ₹113.80, respectively.

Other Income

Other income was ₹1,653.26 million for the nine-month ended December 31, 2017 primarily comprised of Interest income of ₹935.32 million.

Expenses

Operating Expenses

Operating expenses for the nine-month ended December 31, 2017 was ₹20,717.05 million representing work expenses and material and store consumption of ₹17,596.25 million and ₹2,201.90, respectively.

Employee Benefits Expenses

Employee benefit expenses for the nine-month ended December 31, 2017 was ₹1,700.10 million.

Financial Costs

Financial costs were ₹521.10 million for the nine-month ended December 31, 2017.

Depreciation, Amortization and Impairment

Depreciation and amortization expense was ₹121.20 million for the nine-month ended December 31, 2017.

Other Expenses

Other expenses, namely administrative expense was ₹255.40 million for the nine-month ended December 31, 2017.

Proportionate Share of Expenses in Integrated Joint Operations

Proportionate share of expenses in integrated joint operations was ₹82.30 million for the nine-month ended December 31, 2017.

Taxation

Income tax expenses for the nine-month ended December 31, 2017 was ₹734.80 million.

Profit after tax

As a result, profit after tax for the nine-month ended December 31, 2017 was ₹1,876.51 million.

Year ended March 31, 2017 compared to year ended March 31, 2016

Revenue

Income from operations

Total Income from operations during the fiscal year ended March 31, 2017 increased 22.00% to ₹30,379.64 million from ₹24,809.24 million during the fiscal year ended March 31, 2016.

Income from contract revenue during the fiscal year ended March 31, 2017 increased by 28.36% to ₹28,956.96 million from ₹22,559.08 million during the fiscal year ended March 31, 2016. This improved performance from contract revenue reflects increased payments made on execution of existing projects and commencement of contract execution in respect of new projects.

Loco lease for the fiscal year ended March 31, 2017 decreased by 97.55% to ₹8.78 million from ₹358.87 million for the fiscal year ended March 31, 2016 because of completion of Malaysia loco project. Revenue from other operation also decreased by 82% to ₹101.46 million for the fiscal year ended March 31, 2017 from ₹570.34 million for the fiscal year ended March 31, 2016, mainly attributed to fall in sale of scrap , one time sale of steel by Ganga Bridge Project to ROB (Rail Over Bridge) and claims received from client in respect of increase in prices of lubricants used in locomotives over the base rate and claims received as per contract conditions for damage cause to locomotives in Malaysia loco project during Fiscal Year 2016. Project management consultancy for the fiscal year ended March 31, 2017 increased by 262.57% to ₹185.31 million from ₹51.11 million for the fiscal year ended March 31, 2016 due to timely execution of consultancy work. Revenue from machinery hire charges and MFC leasing remained largely at the same level.

Other Income

Other income decreased by 38% to ₹2,633.84 million for the fiscal year ended March 31, 2017 from ₹4,277.13 million for the fiscal year ended March 31, 2016. This decrease was because of reduction in interest income from deposit with bank, loans to related parties and exchange fluctuation loss instead of gain.

Expenses

Operating Expenses

Operating expenses for the fiscal year ended March 31, 2017 increased 29% to ₹24,904.73 million from ₹19,235.88 million for the fiscal year ended March 31, 2016. This increase in operating expenses was due to increase in material and store consumed, work expenses and exchange fluctuation loss, which is in line with the increase in income from operations.

Employee Benefits Expenses

Employee benefit expenses for the fiscal year ended March 31, 2017 decreased slightly by 14% to ₹1,560.74 million from ₹1,806.85 million for the fiscal year ended March 31, 2016. This decrease in employee benefit costs was attributable mainly to cost decrease in foreign projects due to demobilization of employees on completion of projects in Malaysia and Sri Lanka and as well as addition and write back of provision for retirement benefit as per actuarial valuation.

Financial Costs

Financial costs increased by 35% to ₹586.52 million for the fiscal year ended March 31, 2017 from ₹432.97 million for the fiscal year ended March 31, 2016 primarily attributable to interest on unwinding and amortization of financial instruments and unwinding of discount on provisions as required under Ind AS.

Depreciation, Amortization and Impairment

Depreciation and amortization expenses decreased by 14% to ₹266.7 million in the fiscal year ended March 31, 2017, compared to ₹308.97 million in the fiscal year ended March 31, 2016.

Other Expenses

Other expenses, primarily consists of administrative expenses, increased by 37% to ₹366.53 million in the fiscal year ended March 31, 2017, compared to ₹268.15 million in the fiscal year ended March 31, 2016 primarily attributable to advertising and publicity expenses, legal and professional expenses, repair & maintenance expenses and miscellaneous expenses.

Proportionate Share of Expenses in Integrated Joint Operations

Proportionate share of expenses in integrated joint operations decreased by 42% to ₹563.94 million from ₹972.45 million for the fiscal year ended March 31, 2016. This decrease was attributable to completion of projects such as the 2nd Bhairab Railway Bridge in Bangladesh being undertaken through IRCON-AFCON JV and Cable stayed bridge in Basoli, Jammu & Kashmir – being executed by IRCON-SPSCPL JV.

Taxation

Income tax expenses for the fiscal year ended March 31, 2017 decreased 21% to ₹1,715.43 million from ₹2,184.92 million for the fiscal year ended March 31, 2016. This decrease in income tax expenses was due to reduction in the profit before tax.

Profit after tax

As a result, profit after tax for the fiscal year ended March 31, 2017 decreased slightly by 2% to ₹3,841.84 million from ₹3,931.08 million for the fiscal year ended March 31, 2016.

Year ended March 31, 2016 compared to year ended March 31, 2015

Revenue

Income from operations

Total Income from operations during the fiscal year ended March 31, 2016 decreased 16% to ₹ 24,809.24 million from ₹ 29,647.83 million during the fiscal year ended March 31, 2015.

Income from contract revenue during the fiscal year ended March 31, 2016 decreased by 19.64% to ₹ 22,559.08 million from ₹ 28,073.66 million during the fiscal year ended March 31, 2015. This decrease from contract revenue reflects completion of existing projects during 2015, and new projects commenced during 2016 being at initial stage and not yet generating completion payments.

Loco lease for the fiscal year ended March 31, 2016 decreased by 15.75% to ₹358.87 million from ₹425.94 million for the fiscal year ended March 31, 2015. Revenue from machinery hire charges, MFC leasing, tollways and other operational income remain largely at the same level.

Other Income

Other income increased by 60% to ₹4,277.13 million for the fiscal year ended March 31, 2016 from ₹2,677.22 million for the fiscal year ended March 31, 2015. This increase was because of write back of provision for loan and equity of Companhia Dos Caminhos De Ferro Da Beira Sarl (CCFB), exchange fluctuation gains, and interest on loans to related parties.

Expenses

Operating Expenses

Operating expenses for the fiscal year ended March 31, 2016 decreased slightly by 5% to ₹19,235.88 million from ₹ 20,278.82 million for the fiscal year ended March 31, 2015. This decrease in operating expenses was due to a decrease in work expenses which is in line with the income from operations.

Employee Benefits Expenses

Employee benefit expenses for the fiscal year ended March 31, 2016 has decreased by 7% to ₹1,806.85 million from ₹1,943.79 million for the fiscal year ended March 31, 2015. This decrease in employee benefit costs was attributable to decrease in cost in foreign projects due to demobilization of employees on completion of project at Malaysia and Sri Lanka.

Financial Costs

Financial costs increased by 51% to ₹432.97 million for the fiscal year ended March 31, 2016 from ₹287.31 million for the fiscal year ended March 31, 2015. This increase was because of interest on unwinding and amortization of financial instruments, unwinding of discount on provisions required under Ind AS and interest on income tax.

Depreciation, Amortization and Impairment

Depreciation and amortization expenses increased by 40% to ₹308.97 million for the fiscal year ended March 31, 2016 from ₹220.47 million for the fiscal year ended March 31, 2015 due to application of component accounting of charging depreciation.

Other Expenses

Other expenses, namely, administrative expenses decreased by 13% to ₹268.15 million for the fiscal year ended March 31, 2016 and ₹307.93 million for the fiscal year ended March 31, 2015 mainly due to fall in loss of sale of assets, rates and taxes and miscellaneous expenses.

Proportionate Share of Expenses in Integrated Joint Operations

Proportionate share of expenses in integrated joint operations increased by 13% to ₹972.45 million from ₹862.31 million for the fiscal year ended March 31, 2015. This increase was attributable to corresponding decrease in company share of turnover in integrated joint operations.

Taxation

Income tax expenses for the fiscal year ended March 31, 2016 decreased 20% to ₹2,184.92 million from ₹2,715.53 million for the fiscal year ended March 31, 2015. This decrease in income tax expenses was due to decrease in profits attributable to tax i.e. profit before tax.

Profit after tax

As a result, profit after tax for the fiscal year ended March 31, 2016 decreased by 30% to ₹3,931.08 million from ₹5,630.31 million for the fiscal year ended March 31, 2015. This significant decrease reflects the decrease in income from operations.

Liquidity and Capital Resources

Our primary source of liquidity has historically been cash generated from operations and we expect this to continue following the Offer. We believe that after taking into account the expected cash to be generated from our business and operations, we have sufficient funds for both our present and anticipated future requirements for capital expenditures and other cash requirements for 12 months following the date of this Draft Red Herring Prospectus.

Cash Flow

The following table sets out a summary of our cash flows for the period indicated.

(₹ in million)

Particulars	Nine-month ended December 31, 2017	Fiscal Year 2017	Fiscal Year 2016	Fiscal Year 2015
Net cash (used in)/ generated from operating activities	1,616.89	9,180.95	14,414.29	7,585.48
Net cash (used in)/ generated from investing activities	(6,604.50)	(17,946.38)	(610.76)	(8,020.67)
Net cash (used in)/ generated from financing activities	(3,096.40)	(2,219.31)	(2,193.19)	(1,899.73)
Net increase/ (decrease) in cash and cash equivalents	(8,461.60)	(11,369.32)	12,694.62	(2,161.61)
Cash and Cash Equivalents at the beginning of the period	14,537.60	25,906.76	13,212.14	15,373.75
Cash and Cash Equivalents at the end of the period	6,076.00	14,537.44	25,906.76	13,212.14

Operating Activities

Nine-month ended December 31, 2017

Net cash generated from operating activities of ₹1,616.89 million for the nine-month ended December 31, 2017, reflected net profit before tax of ₹2,611.31 million, a net downward adjustment of ₹156.72 million relating to various items, principally gain on items of other comprehensive income of ₹370.70 million and gain on exchange differences on translation of foreign currency cash and cash equivalent of ₹377.60 million, set off by interest payment of ₹888.02 million and dividend payment of ₹119.20 million. The operating profit was adjusted by net downward adjustment of working capital change of ₹465.62 million, less direct taxes paid of ₹372.09 million.

Year ended March 31, 2017

Net cash generated from operating activities of ₹9,180.95 million for the year ended March 31, 2017, reflected net profit before tax of ₹5,557.27 million, a net downward adjustment of ₹1,919.49 million relating to various items, principally interest payment of ₹2,006.87 million and loss of profit on sale of investments in the amount of ₹736.94

million, partially set off by gain on exchange differences on translation of foreign currency cash and cash equivalent of ₹384.58 million and items of other comprehensive income of ₹209.76 million. The operating profit was adjusted by net upward adjustment of working capital change of ₹6,107.78 million, less direct taxes paid of ₹564.61 million.

Year ended March 31, 2016

Net cash generated from operating activities of ₹14,414.29 million for the year ended March 31, 2016, reflected net profit before tax of ₹6,116.00 million, a net downward adjustment of ₹3,805.54 million relating to various items, principally interest payment of ₹2,404.78 million, loss on exchange differences on translation of foreign currency cash and cash equivalent of ₹1,084.28 million and loss on items of other comprehensive income of ₹561.42 million, adjusted by depreciation, amortization and impairment of ₹308.96 million. The operating profit was adjusted by net upward adjustment of working capital change of ₹13,185.40 million, less direct taxes paid of ₹1,081.56 million.

Year ended March 31, 2015

Net cash generated from operating activities of ₹7,585.48 million for the year ended March 31, 2015, reflected net profit before tax of ₹8,345.84 million, a net downward adjustment of ₹2,009.02 million relating to various items, principally interest payment of ₹2,147.15 million, adjusted by depreciation, amortization and impairment of ₹220.91 million. The operating profit was adjusted by net upward adjustment of working capital change of ₹2,702.95 million, less direct taxes paid of ₹1,454.3 million.

Investing Activities

Nine-month ended December 31, 2017

Net cash used in investing activities for the nine-month ended December 31, 2017 was ₹6,604.5 million which reflected the consideration used to purchase property, plant and equipment, investments in mutual funds, loan to joint ventures and other general investments, offset by interest and dividend received by us in the amount of ₹1,401.74 million.

Year ended March 31, 2017

Net cash used in investing activities for year ended March 31, 2017 was ₹17,946.38 million which reflected the consideration used in the purchase of fixed assets as well as other general investments, partially offset by interest received by us in the amount of ₹1,248.92 million and sale of investments in the amount of ₹792.28 million.

Year ended March 31, 2016

Net cash used in investing activities for year ended March 31, 2016 was ₹ 610.76 million which principally reflected the consideration used in the purchase of fixed assets, investment in bonds and other general investments, offset by interest received by us in the amount of ₹2,071.99 million as well as repayment of loan from subsidiaries and joint ventures in the amount of ₹1,499.89 million.

Year ended March 31, 2015

Net cash used in investing activities for year ended March 31, 2015 was ₹8,020.67 million which reflects the consideration used in the purchase of fixed assets and investments, offset in part by interest received by us in the amount of ₹2,317.22 million as well as gain from our investments in mutual funds in the amount of ₹1,298.46 million.

Financing Activities

Nine-month ended December 31, 2017

Net cash used in financial activities for the nine-month ended December 31, 2017 was ₹3,096.40 million, reflecting the total amount payable in dividend payment, payment for buyback of shares and fee for increase in authorized share capital.

Year ended March 31, 2017

Net cash used in financial activities for the year ended March 31, 2017 was ₹2,219.31 million, reflecting the total amount payable in dividend payment and share issue expenses incurred by our subsidiaries.

Year ended March 31, 2016

Net cash used in financial activities for the year ended March 31, 2016 was ₹2,193.19 million, reflecting the total amount payable in dividend payment and share issue expenses incurred by our subsidiaries.

Year ended March 31, 2015

Net cash used in financial activities for the year ended March 31, 2015 was ₹1,899.73 million, reflecting the total amount payable in dividend payment.

Indebtedness

As December 31, 2017, we did not have any outstanding or sanctioned term loan facilities. However, we have availed certain bank guarantee facilities from multiple banks amounting in aggregate to ₹14,428.10 million, in order to be able to meet contractual obligations towards our clients.

Related Party Transactions

As of December 31, 2017, we did not have any related party transactions with our directors and employees.

Contractual Obligations and Commitments

The following table sets forth information regarding our contractual obligations and commitments as of December 31, 2017.

(in ₹ million)

Particulars	As at December 31, 2017	Fiscal Year 2017	Fiscal Year 2016	Fiscal Year 2015
Estimated amount of contracts remaining to be executed on capital account (net of advances) and not provided for	5,208.2	8,753.50	13,891.00	910.30

Off-Balance Sheet Arrangements and Contingent Liabilities

We do not have any off-balance sheet arrangements, derivative instruments or other relationships with Directors of our Company or other entities that have been established for the purpose of facilitating off-balance sheet arrangement.

The following table sets out our contingent liabilities and contingent assets as of December 31, 2017.

(in ₹ million)

Sr. no	Particulars	Nine month period ended December 31, 2017	Brief description of the nature and obligation as on December 31, 2017
I	Contingent Liability		
(a)	Claims against the Company (To the extent not acknowledge as debt)		
i	Claims	3,820.40 (Net of provision of ₹594.20 million)	Against these claims our Company has counter claims of ₹2,617.50 million. Interest on claims are not ascertainable and thus not considered
ii	Direct Tax	1,147.60	This amount includes ₹637.20 million on account of appeal filed by income tax department before Income Tax Appellate Tribunal/High Court
iii	Indirect Tax	3,220.20	Amount under dispute in appeal (This amount includes ₹613.50 million reimbursable amount from the clients)

(b)	Guarantees (excluding financial guarantee)		
	In respect of joint ventures		
i	Sales Tax	42.50	Sales tax liability of JV, International Metro Civil Contractor
ii	Service Tax	10.10	Service tax liability of JV, International Metro Civil Contractor
iii	Bank Guarantee	14.00	Bank guarantee for Ircon-RCS-PFLEIDERER
iv	Income Tax	9.60	Income tax liability of Metro Tunnelling Group
v	Recovery claim	0.20	Recovery suit against JV, International Metro Civil Contractor by M/s Sai Engineers
vi	Bank Guarantee (for Ircon-Afcon JV)	140.70	For Bhairab Railway Bridge Project in Bangladesh
(c)	Other		
i	Liquidated damages	96.70	Pending disposal of application for extension of time by clients, our Company is contingently liable to pay liquidated damages to the clients
II	Contingent Assets		
i	Claim against clients	1,889.50	This amount represents claims raised by us against some of our clients which have been awarded by arbitrator in our favour but for which clients have gone to court (interest included as per arbitration award)
ii	Counter claims against clients	89.20	Counter claims raised by us against sub-contractors which have been awarded by arbitrator in our favour but for which clients have gone to court
iii	Insurance claim	56.40	Honourable Supreme Court of Ethiopia has ruled in our favour but pending execution order by High Court of Ethiopia
III	Commitments		
a	Estimated amount of contracts remaining to be executed on capital account (net of advances)	5208.20	
b	Other Commitments		
i	Counter guarantee to Indian Overseas Bank & ICIC Bank	1,500.00	For issuance of bank guarantee to subsidiary companies, Ircon Shivpuri Guna Tollway Ltd and Ircon Devanagere Highways Limited
ii	Counter guarantee to Indian Overseas Bank	100.00	For issuance of bank guarantee to subsidiary company, Ircon Infrastructure & Services Ltd
iii	Subscribing share of equity (26 per cent. each) in Joint Ventures, Chhattisgarh East	754.10	• ₹752.80 million in Chhattisgarh East Railway Limited

	Railway Limited and Chhattisgarh East-West Railway Limited		• ₹1.30 million in Chhattisgarh East-West Railway Limited
iv	For release of balance shareholder's loan to subsidiary company, Ircon PB Tollway Limited	1,111.50	
v	For release of balance shareholder's loan to subsidiary company, Ircon Shivpuri Guna Tollway Limited	2,992.90	
vi	Subscribing share of equity (26 per cent.) in Joint Venture, Mahanadi Coal Railway Ltd.	12.90	
vii	Subscribing share of equity (26 per cent.) in Joint Venture, Bastar Railway Private Ltd.	1.20	
viii	Claims	18,044.30 (Net of provisions of 11.30)	In case these claims do materialize it will be reimbursable by our clients. The Company also has counter claims of ₹16,981.80. Interest on these claims are not ascertainable but would also be reimbursable if materialized

Certain Emphasis of Matters and Qualifications Noted by Auditors

Statutory auditors of our Company have included certain remarks in their respective audit reports of our Company. The table below sets out the remarks of the Auditor and the management's response to such remarks:

Sr. No	**Remarks**	**Management's Response**
	Financial Year Ended 31 March 2013	
	Foot Note - 'a'	
	Financial Year Ended 31 March 2014	
1.	Design, drawing, business development agency and consultancy charges (Note No.24) and consultancy charges (Note 32 (b) Expenditure in Foreign Currency), include expenses debited to the profit & loss account ₹379.10 million (previous year ₹831.60 million) paid as commission to the foreign agencies appointed by the Company to secure orders and provide other professional services for foreign projects. This has been a continuous practice by the Company. The internal control and documentation in respect of process of selection of the commission agent, documentation in respect of their know your client procedure, due diligence and the evidence about the services received by the Company, are not commensurate with the size and volume of business of the Company.	The Company has already initiated steps to review the guidelines.
	Financial Year Ended 31 March 2015	

Sr. No	Remarks	Management's Response
1.	An amount of ₹127.40 million, in the nature of commission has been debited to the consolidated statement of profit and loss for the year ended 31st March, 2015 (previous year ₹379.10 million) as included in "operating and administrative expenses" in Note No.25. "Design, Drawing, Business Development, Agency and Consultancy Charges" in respect of projects in two countries. The total amount so far debited to the statement of profit and loss, in this regard, since inception of these projects, has been ₹4,224.30 million. The said amount is paid/to be paid towards commission to the foreign agents appointed by the Company, to secure orders and provide other services for foreign projects, being implemented in these countries for the respective government and government agencies. The foreign commission agents are registered in Singapore and Hong Kong. The Company did not obtain any financial statements, tax returns, profile of the agent, details of their experience, standing and track record at the time of appointment of the foreign agents. The appointment of and payments to foreign agents was not approved by the Audit Committee or by the Board of Directors of the Company. We are not satisfied regarding the process followed for selection and appointment of the commission agents, documents in respect of their real identity, standing, expertise and experience of the agents. No evidence or document has been provided to us in respect of legal compliances in respect of these payments. We are also satisfied about the genuineness of services received by the Company from foreign agents, in the absence of any satisfactory evidence or communication in respect of actual services rendered.	Auditors' opinion is in respect of agreements signed in the year 2007 & 2009 and ignores the factual position as per documents provided to them. The payments pertain to 8 projects for the period from 2007- 08 to 2014-15 and were as a fixed % (within the limit as per RBI) of actual payments received by the Company. Selection of these agencies & appointments were made by following the process laid down by the Company and availing of agency services is as per guidelines & industry practices. These projects have also been substantially completed. Entering into such agreements and release of payments do not require approval of the Board or that of Audit Committee as per Company's delegation of powers. All the payments were made through banking channels only after receipt of payments by the Company and certification of satisfactory service by the project heads. Documentation for legal compliances was also shown to the auditors. No specific non-compliances has been reported by the auditors under Para 4(b) or Para 8 relating to "Report on Other Legal and Regulatory Requirements". Further, as reported by the auditors in the "Matter of Emphasis" in the report on previous year financial statements that the Company has initiated steps to strengthen the policies, procedures and documentation in this regard, the Board of Directors of the Company has already approved comprehensive guidelines on the matter.

Sr. No	Remarks	Management's Response
		The Company has conveyed Management's view to the office of C&AG and requested them to examine relevant documents and give their comments/advice on the above qualification.
2.	We draw attention to Note No. 33 to the consolidated financial statements regarding admissibility of certain expenditures amounting to Rs.10992.5 million in executing a Broad Gauge Rail Link Project called "Udhampur-Srinagar-Baramulla Rail Link Project" (USBRL) in the state of Jammu & Kashmir by the Client, Northern Railways. The Holding Company has suitably replied to the matter and does not expect any liability on this account.	The Company is executing a Broad Gauge Rail Link Project called "Udhampur-Srinagar-Baramulla Rail Link Project" (USBRL) in the state of Jammu & Kashmir on cost plus basis. Northern Railway, the client, has raised certain queries on admissibility of certain expenditure incurred by the company/contract addition payable on the cost incurred & certain observations on the quality of work done on the project which has also been suitably replied to. The company does not expect any liability on this account. However, adjustment, if any, arising out of these issues will be made as and when required.
3.	We draw attention to Note No. 35 to the consolidated financial statements regarding Income Tax provision made in the consolidated financial statements for disallowance of deduction claimed under section – 80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. Both the matters are contested by the Holding Company with the concerned Authorities. Our opinion is not qualified in respect of these matters.	The position is explained in Note No. 35 to the consolidated financial statements.(Note no- 34 of the Restated Consolidated Financial statements)
	Financial Year Ended 31 March 2016	
1.	We draw attention to Note No. 35 to the consolidated financial statements regarding income tax provision made in the financial statements for disallowance of deduction claimed under Section-80IA of Income Tax Act, 1961 and taxability of income earned by its permanent establishments in foreign countries in India. Both the matters are contested by the Company with the concerned authorities.	The position is explained in Note No.35 to the consolidated financial statements. .(Note no-34 of the Restated Consolidated Financial statements)

Sr. No	Remarks	Management's Response
2.	We draw attention to Note No. 52 to the consolidated financial statements regarding non-provision of ₹20.40 million towards foreign commission/consultancy charges in respect of projects in three countries pending assessment of the performance.	The position is explained in Note No. 52 to the consolidated financial statements. .(Note no-53 of the Restated Consolidated Financial statements)
3.	According to the information and explanations given to us and based on our audit, the following material weaknesses have been identified as at March 31, 2016:	
(i).	The Company did not have an integrated ERP system. Different software packages used by the company are interfaced through software links or manual intervention leaving gaps between them. This could potentially result into impaired financial reporting.	Noted for compliance to have integrated ERP system in the Company in phases as per requirement.
(ii).	The Company did not have effective internal audit structure and system so as to ensure coverage of all major areas with extensive scope. Also the mechanism to review the internal audit reports is weak. This could potentially result into weak checks and balances and unreported financial irregularities ultimately resulting into distorted financial reporting.	Noted for compliance. The mechanism to review the internal audit report shall be strengthened.
	Financial Year Ended 31 March 2017	
1	We draw attention to Note No. 34 to the consolidated Ind AS financial statements. (i) The Company has made provision for tax without considering the deduction under Section 80-IA of Income Tax Act, 1961. However, the ITAT has disposed pending appeal for Fiscal Year 2001 allowing deduction u/s 80IA and subsequently CIT(A) has allowed deduction for years 2012-13 and 2013-14.The matters for other assessment years are contested by the Company with the concerned authorities.	Full tax has been accounted for by the Company assuming that there would be no benefit from deductions under Section 80IA. It is stated that the Company has won an appeal in ITAT wherein benefits of section 80IA has been provided for the year 2000-01. Based on similar pleadings, IT department has given benefits of 80IA for the years 2012-13 and 2013-14. The Company is confident of similar success for other years as well. The position is explained in Note No. 34 to the consolidated financial statements.
	(ii) The Company is offering global income for tax in India after excluding the income earned by its permanent establishments in foreign countries having Double Taxation Avoidance Agreements (DTAA) with India. CIT(A) denied the treatment of excluding such foreign income. Accordingly, the Company has subsequently paid taxes, however the matter is contested by the Company with the concerned authorities.	Full tax has been paid considering that the contention of the Company may not be agreed to by tax authorities, as a matter of abundant precaution. Appeals have been filed with appropriate authorities for considering the

Sr. No	Remarks	Management's Response
		Company's viewpoint. The position is explained in Note No. 34 to the Restated consolidated financial statement.
2.	We draw attention to Note No. 52 to the consolidated Ind AS financial statements regarding non-provision of ₹38.00 million towards foreign agency commission/ consultancy charges in respect of projects in three foreign countries pending assessment of the performance.	The position is explained in Note No.52 to the consolidated financial statement. .(Note no-53 of the Restated Consolidated Financial statements)
3.	According to the information and explanations given to us and based on our audit and other auditor's audit report the following material weaknesses have been identified as at March 31, 2016:	
(i)	The Company has an integrated ERP system which was not used at its full potential. During the fiscal year, different software packages like Tally and Fox Pro were used by the Company through software links or manual intervention for the preparation of financial statements. This has resulted into weak internal control over financial reporting.	The ERP system has been updated with all the financial transactions and the financial statements of the Company generated from SAP are in sync with the financial statements submitted to audit. The Company had a parallel system for Fiscal Year 2017 so as to be sure above the correctness of financial transactions captured in SAP. From Fiscal Year 2018 all financial transactions are being captured ab-initio into SAP system and system like FoxPro, Tally are being discontinued.
(ii).	The internal audit system needs to be strengthened since time lines of the internal audit programme were not followed during the financial year and delayed reporting in internal audit of the Indian region/foreign branches were noticed. Also, the mechanism to review of internal audit report is not robust.	Necessary steps have been initiated to strengthen the internal audit system in the Company.
(iii).	The inventory records at some units are maintained manually and the inventory manual in SAP is under consideration. Further continuous identification system of surplus/obsolete/broken assets and material/stores is inadequate	The capture of inventory records in SAP is under consideration and will be taken up by the management in right earnest.
4.	Attention is invited to Note No. 53 to the financial statements regarding supervision charges on unreturned steel at reduced rate and waiver/release of liquidation damages, escalation claims and other charges in respect of one of the contract of Patna region.	The position is explained in Note No. 53 to the consolidated financial statements. .(Note no-54 of the Restated Consolidated Financial statements)

Sr. No	Remarks	Management's Response
5.	Few cases of reduction of bills by the client and accepted by the project without noting therein full reasons/justifications have been observed in northern region.	A system involving close monitoring and proper record maintenance for reductions being effected by the client will be put in place.
	Nine Month Ended 31 December 2017	
1.	Refer Note No. 47 of the Consolidated Financial Statements, the Company has engaged agents/consultants to secure contracts and provide other services for foreign projects, being implemented in three countries. Pending assessment of services provided by the agent/consultants, the company has not accounted for expenses aggregating to Rs. 38.9 million, comprising of Rs 0.9 million during financial year 2017-18 (Rs. 38 million).	The position is explained in Note No.47 to the consolidated financial statement. .(Note no-53 of the Restated Consolidated Financial statements)

Foot Note: -

(a) Other matters paragraph given in FY 2012-13 to 2016-17 and Nine-month period ended 31st December 2017 are not considered because the same is not a qualification but an information.

Qualitative disclosure about market risks

Our business exposes us to a variety of market risks, including changes in foreign currency risk, interest rate risk and credit risk. The following discussion summarizes our risk exposures and our policies to address these risks. The following discussion contains forward-looking statements that are subject to risks, uncertainties and assumptions about us. These statements are based upon current expectations and projections about future events. These are important factors that could cause our actual results and performance to differ materially from such forward-looking statements, including those risks discussed under section entitled "*Risk Factors*" on page 20.

Foreign Currency Risk

Foreign currency risk is the risk that the fair value or future cash flows of a financial instrument will fluctuate because of changes in foreign exchange rates, primarily with respect to the USD, Euro, Yen, BDT, DZD, LKR, MZN, BTN, ZAR, NPR and MYR. Our exposure to foreign currency risk is mainly due to our international operation and transactions that involve foreign currencies. Significant foreign currency risk is usually hedged to minimize risk exposure.

Interest Rate Risk

Interest rate risk is the risk that the fair value of future cash flows of financial instruments will fluctuate because of change in market interest rate. Our exposure to the risk of changes in market interest rates relate primarily to financial instruments such as deposits with banks and tax free bonds. Interest rate risk on these financial instruments is very low as interest rate is fixed for the period of financial instruments. We manage interest rate risk in accordance with internal policies and risk objective.

Credit Risk

Credit risk is the risk of financial loss to our Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from our receivables from customers and investment. Our exposure to credit risk mainly derive from our financial activities including trade receivable, deposits with banks and financial institutions and other financial instruments. In addition, we assess the credit quality of the counterparties, taking into account their financial position, past experience and other factors before engage in transaction with the counterparties.

Known Trends and Uncertainties

Except as described elsewhere in this Draft Red Herring Prospectus, there are no known trends or uncertainties which are expected to have a material adverse impact on our revenues or income from continuing operations.

Unusual or Infrequent Events or Transactions

As of the date of this Draft Red Herring Prospectus, there have been no unusual or infrequent events or transactions including unusual trends on account of business activity, unusual items of income, change of accounting policies and discretionary reduction of expenses.

Significant Economic Changes that Materially Affected or are likely to Affect Revenue from Operations

Indian rules and regulations as well as the overall growth of the Indian economy have a significant bearing on our operations. Major changes in these factors can significantly impact income from continuing operations. There are no significant economic changes that materially affected our operations or are likely to affect income from continuing operations except as described in the section titled "*Risk Factors*", "*Industry Overview*" and "*Our Business*" on pages 20, 119 and 153, respectively, of this Draft Red Herring Prospectus.

Material Increase in Revenue from Operations or Other Income

Our business has been affected and we expect that it will continue to be affected by the trends identified above in "*Management's Discussion and Analysis of Financial Condition and Results of Operations - Significant Factors Affecting Our Results of Operations*" and the uncertainties described in the section titled "*Risk Factors*" on pages 663 and 20 of this Draft Red Herring Prospectus. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no other known factors which we expect to have a material adverse impact on revenue from operations or other income.

Future Relationships between Costs and Income

Other than as described in this section and the sections of this Draft Red Herring Prospectus entitled "*Risk Factors*" and "*Our Business*" and on pages 20 and 153 of this Draft Red Herring Prospectus, respectively. To our knowledge, except as disclosed in this Draft Red Herring Prospectus, there are no known factors which will have a material adverse impact on our business operations or financial condition.

New Products or Business Segments

Except as set out in this Draft Red Herring Prospectus, we have not announced and do not expect to announce in the near future any new products or business segments.

Competitive Conditions

We operate in a competitive environment and compete against various domestic and foreign engineering, construction and infrastructure companies. Our industry has been frequently subjected to intense price competition for the acquisition and bidding of projects. For details, please refer to the discussions of our competition in "*Risk Factors*" on page 20 of this Draft Red Herring Prospectus.

Supplier or Customers Concentration

Railway projects continued to be the primary sector of interest and contributing highest percentage to our operating income, apart from Highway and Electrical projects.

Significant Developments after December 31, 2017

Except as stated below, to our knowledge, no other circumstances have arisen since the date of the last financial statements as disclosed in this Draft Red Herring Prospectus which have materially or adversely affected or are likely to affect, our operations or profitability, or the value of our assets or our ability to pay our material liabilities within the next 12 months:

A. Our Board in its meeting held on March 21, 2018, has approved the following:

(i) Participation in the price bid for takeover of Hospital Services Consultancy Corporation (India) Limited (HSCCL);

(ii) Pursuant to MoR's letter dated March 14, 2018, to enter into an MoU with Rail Land Development Authority ("**RLDA**"),, to purchase railway land in Bandra, Mumbai, to get the entire lease remium upfront by transferring the development of land lease rights in order to meet the ministry's target (FY 2017-2018) of generating revenue through non-fare sources; and

(iii) Declaration of interim dividend of ₹ 951.50 million.

B. Our Company has won a new project for construction of eight lane Vadodara-Kim Expressway from km 323.00 to km 355 (Sanpa to Padra section of Vadodara Mumbai Expressway) in the state of Gujarat.

Recent Accounting Pronouncements

Given that Ind AS is different in many respects from Indian GAAP and the transition to Ind AS is recent, this has an insignificant impact on our financial results and position. For more information, please see "*Significant Differences between Indian GAAP and Ind AS*"on page 650 of this Draft Red Herring Prospectus.

FINANCIAL INDEBTEDNESS

Pursuant to the AoA of our Company and a resolution passed by our shareholders of our Company at the AGM held on September 25, 2014 and in accordance with Section 180 (1) (c) of the Companies Act, 2013 and the rules made thereunder, our Board is permitted to borrow moneys, for carrying on the business of the Company, within the aggregate of the paid up share capital and free reserves of the Company, prevailing at the end of the respective previous financial year.

Our Company has availed certain bank guarantee and LC facilities from ICICI Bank Limited, Indian Overseas Bank, IndusInd Bank, State Bank of India, Vijaya Bank, Yes Bank Limited and Oriental Bank of Commerce amounting in aggregate to ₹ 14,035.30 million as on January 31, 2018, in order to be able to meet its contractual obligations towards its clients.

Further, set forth below is a brief summary of all the borrowings of our Company and our Subsidiaries together with a brief description of certain significant terms of such financing arrangements. As on January 31, 2018, our Company's outstanding borrowing is ₹ 4.02 million comprising of non – fund based borrowing. Our Subsidiaries outstanding borrowing is ₹ 7,082.40 million comprising of fund based borrowing and unsecured borrowing. The total borrowings (comprising of our Company and Subsidiaries) as on January 31, 2018 is ₹ 7,086.42 million.

A. SECURED BORROWING OF OUR COMPANY

(₹ in million)

Name of Lender and type of Loan	Sanctioned amount	Rate of Interest	Tenor / Period / Validity	Security Provided
BNP Paribas • Fixed deposit	5.00	4 % p.a.	1096 days i.e. from September 15, 2014 to May 10, 2019	Lien on fixed or term deposits

B. SECURED BORROWINGS OF THE SUBSIDIARIES

(₹ in million)

Name of Lender and type of Loan	Sanctioned amount	Amount outstanding as on January 31, 2018	Rate of Interest	Repayment Schedule	Security Provided
Ircon PB Tollway Limited					
Our Company • Term loan	3,520	2,408.50	SBI base rate + 0.5% p.a. paid on monthly basis	12 years starting from April 1, 2018 payable in quarterly instalments	Please see note 1
Ircon Shivpuri Guna Tollway Limited					
Our Company • Term loan	7,221.10	4,559.20	SBI base rate + 0.5% p.a. paid on monthly basis	$12^{1/2}$ years starting from the expiry of 12 months from the commercial operations date payable in quarterly instalments	Please see note 1

Note 1

First priority charge over the following –

- immovable properties and movable properties (including but not limited to all current / non – current assets) both present and future;
- all fees, revenues and receivables from the project or otherwise;
- assignment of all project agreements, guarantees, performance guarantees or bonds, letters of credit that may be provided by any party to any project agreement in favour of either of the abovementioned subsidiaries and clearances and all rights, titles, approvals, permits and interests under the project agreements and clearances;
- assignment of the subsidiary's right, title, interest, benefit, claim under the insurance contracts, insurance policies and insurance proceeds;

- all the intangible assets including but not limited to goodwill, rights, undertakings and uncalled capital both present and future; and
- bank accounts including but not limited to escrow account (or any account in substitution thereof) and all funds from time to time deposited therein and in all the permitted investments or other securities representing all amounts credited to escrow account.

C. UNSECURED BORROWINGS OF OUR SUBSIDIARIES

Our Company advances loans from time to time to fund the operations of our Subsidiaries and Joint Ventures. For details in relation to such loans as on December 31, 2017, please see the chapter titled "*Financial Statements – Related Party Transactions*" on page 230.

SECTION VI: LEGAL AND OTHER INFORMATION

OUTSTANDING LITIGATION AND OTHER MATERIAL DEVELOPMENTS

*Except as stated in this section, there are no outstanding: (i) criminal proceedings; (ii) actions by statutory/ regulatory authorities; (iii) indirect and direct tax proceedings; (iv) other litigations involving our Company, Group Company, Directors and Subsidiaries, as determined to be material by our Board, in accordance with the SEBI ICDR Regulations (v) litigation involving our Company, Directors, Subsidiaries and Group Companies or any other person whose outcome may have a material adverse effect on our Company. Our Board, in its meeting held on March 08, 2018, adopted a policy on identification of material litigations and material creditors ("**Materiality Policy**").*

As per the Materiality Policy, for the purposes of (iv) above, in relation to material litigation, all the outstanding litigation involving our Company, Directors, Subsidiaries and Group Companies (a) where the amounts involved in such litigation in excess of 1% of the total revenue of our Company, as per the Restated Consolidated Financial Statements of our Company for Fiscal Year 2017 i.e. ₹ 330.10 million, are to be considered as material pending litigation.

Further, except as stated in this section, there are no: (i) pending proceedings initiated against our Company for economic offences; (ii) pending default and non - payment of statutory dues by our Company; (iii) inquiries, inspections or investigations initiated or conducted under the Companies Act or any previous companies law in the last five years against our Company or Subsidiaries from the date of this Draft Red Herring Prospectus; (iv) material frauds committed against our Company in the last five years; (v) overdues to banks or financial institutions by our Company; (vi) defaults against banks or financial institutions by our Company;(vii) matters involving our Company pertaining to violation of securities law, and (viii) outstanding dues to material creditors, material small scale undertakings and other creditors.

It is clarified that for the purposes of the above, pre – litigation notices received by our Company, our Group Company and the Directors shall, unless otherwise decided by the Board, not be considered as material litigation until such time that litigation proceedings are initiated before any judicial forum.

As per the Materiality Policy, outstanding dues to creditors in excess of 1% of the total amounts owed to creditors as on December 31, 2017 as per last audited financial statements of our Company are to be considered as material outstanding dues. Accordingly, the threshold for material dues would be 1% of the total amounts owed to creditors as on December 31, 2017 i.e. ₹47.15 million. Further, all outstanding dues have been disclosed in a consolidated manner in this section. Details of material outstanding dues to creditors and details of outstanding dues to small scale undertakings and other creditors are disclosed on our website at www.ircon.org.

LITIGATION INVOLVING OUR COMPANY

I. *Litigation against our Company*

A. Criminal cases

1. The Labour Enforcement Officer (Central), Jodhpur had filed a criminal complaint and launched prosecution against R.M. Sharma, ex-General Manager, Jaipur of our Company for not obtaining the labour license from the Labour Department of the Central Government in regard to construction of ROB in Rajasthan, and thereby infringing the provisions of the Contract Labour (Regulation & Abolition) Act, 1970. In a revision petition filed by our Company, an order was passed by the Additional District and Sessions Judge, Jodhpur with a direction to raise the issues before a trial court. Aggrieved by the said order our Company has filed an appeal before the Rajasthan High Court at Jodhpur in which the proceedings before the trial court were stayed.

B. *Other material civil litigation*

(i) Suits and Petitions

1. IVRCL Limited and others ("**IVRCL**") had filed a civil suit bearing no 299 of 2017 ("**Suit**") before the High Court of Delhi against our Company for recovery of ₹ 991.18 million on account of unpaid dues and damages for breach of contract. The Suit has been filed alleging that implementation of the work awarded to IVRCLfor construction of tunnel T-74R on Dharam-Quazigund section of Udhampur-Srinagar-Baramulla rail line project, was delayed due to negligence and breach of contract by our Company. IVRCL has claimed ₹ 991.18 million and past, pendentlite and future interest at the rate of 12% per annum. Our Company has filed a written statement denying the allegations and praying that the Suit be dismissed. The Suit is pending before the High Court of Delhi.

2. The State of Uttar Pradesh, through its chief engineer, World Bank Projects (Roads), Public Works Department ("**UPSRP**") has filed a regular suit no. 21 of 2015 against our Company, before the District Court, Lucknow under section 34 of the Arbitration and Conciliation Act, 1996. The suit has been filed challenging the award dated October 18, 2014 (modified on November 08, 2014) passed by the arbitral tribunal ("**Impugned Order**") in connection with the disputes between the parties with respect to the work of upgradation of road from Karta to Bilhaur via Jalalabad-Bilgramme-Bangarmau and maintenance of portion between Bilgramme to Mallawan and claiming 367.8 million . The Suit has been filed on various grounds *inter-alia* that the award is against the terms and conditions contained in the agreement, the subject matter of dispute was not capable of settlement by arbitration and that the proceedings was conducted in haste. In the suit, UPSRP has prayed that (1) the tribunal summon the original record of the arbitrators and set aside the Impugned Award (2) that the tribunal dismiss the claims of our Company and (3) for any other relief that the court may consider in favour ofUPSRP. The suit is pending before the District Court, Lucknow.

(ii) Arbitration cases

1. Totem Infrastructure Limited ("**Totem**") has initiated arbitration proceeding against our Company with respect to work awarded to them pursuant to agreement dated October 12, 2006 for upgradation and rehabilitation of ORAI bye-pass on NH25 to 4 lane configuration in Madhya Pradesh. Totem has filed a statement of claim alleging that our Company has wrongfully proposed to recover ₹ 64.4 million (after adjustments) and illegally encashed performance and mobilization advance bank guarantee amounting to ₹ 27.8 million. Totem has prayed that the proposal for recovery of ₹ 64.4 million by our Company be rejected and they be awarded claims amounting to ₹ 411.9 million along with interest at the rate of 18% per annum from June 2013 till award of arbitration.

   Our Company has filed a statement of defence and has also filed a counter claim against Totem claiming an amount of ₹ 33.00 million towards amounts incurred by our Company to compete the balance work of the said project. The arbitration proceedings are currently pending before the sole arbitrator.

2. C&C Constructions Limited ("**C&C**") has initiated arbitration proceedings against our Company with respect to work awarded to them for construction of road over bridge in Jaipur, Rajasthan. C&C has filed the statement of claim alleging that the work could not be completed within the stipulated timeline due to contractual breach by our Company and has claimed an amount of ₹ 441.10 million along with an interest of 18% per annum.

   Our Company has filed a statement of defence and a counter claim against C&C for an amount of ₹ 32.10 million along with interest of 18% per annum from the date of entitlement till the payment is made.

   Simultaneously, C&C has filed a petition O.M.P. (T) (COMM.) no. 86/2017 before the High Court of Delhi under section 14(2) read with section 14(1)(a) of the Arbitration and Conciliation Act, 1996. The petition has been filed by C&C challenging the constitution of the arbitral tribunal and alleging that the present arbitral tribunal has substantial financial and/or pecuniary interests in the our Company, thereby disqualifying them under section 12(5) of the Arbitration and Conciliation Act, 1996. In the petition C & C has prayed for the termination of appointment of the tribunal be terminated and pending the disposal of the petition, an order be passed for staying the arbitral proceedings. The High Court *vide* its order dated November 02, 2017 has stayed the arbitration proceedings and the petition is pending before the High Court of Delhi.

3. Hindustan Construction Company Limited ("**HCC**") has initiated arbitration proceedings against our Company with respect to work awarded to them pursuant to agreement dated February 18, 2006 for construction of Pir Panjal tunnel from ch.152+600 to ch.158+730 (zone VA) on Laole – Qazigund section of Udhampur – Srinagar-Baramulla railway project. HCC has filed a statement of claim alleging that our Company rejected certain claims raised by them towards additional cost and expenses and rate revision of excavation incurred by them during the extended period of contract from April 09, 2009 to February 28, 2011. HCC has claimed a sum of ₹ 601.5 million from our Company.

   Our Company has filed a statement of defence objecting to the claim raised by HCC and stating that HCC had submitted a 'no due certificate' for the said extended period and therefore is not entitled to the claim. Our Company has also filed a counter claim of ₹ 1503.9 million towards losses suffered by our Company due to extension of contract work for the said period. The arbitration proceedings are pending before the sole arbitrator.

4. Hindustan Construction Company Limited ("**HCC**") has initiated arbitration proceedings against our Company with respect to work awarded to them pursuant to agreement dated February 18, 2006 for construction of Pir Panjal tunnel from ch.158+730 to ch.163+560 on Laole – Qazigund section of Udhampur – Srinagar- Baramulla railway project (zone VB). HCC has filed a statement of claim alleging that our Company has rejected certain claims raised by them towards additional cost and expenses incurred by them during the extended period of contract from April 26, 2009 to February 28, 2011. HCC has claimed a sum of ₹ 995.3 million from our Company.

   Our Company has filed a statement of defence and a statement of counter claim of ₹ 1,120.3 million towards losses suffered by our Company due to extension of contract work for the said period. The arbitration proceedings are pending before the sole arbitrator.

5. Hindustan Construction Company Limited ("**HCC**") has initiated arbitration proceedings against our Company with respect to work awarded to them pursuant to agreement dated October 15, 2003 for construction of civil works in zone IV of Laole – Qazigund section of Udhampur – Srinagar- Baramulla railway project. HCC has filed a statement of claim alleging that our Company is liable to compensate them for additional cost/loss suffered due to extension of contract completion date by almost 60 months and has claimed ₹ 1237.6 million along with *pendent lite* interest at the rate of 18% per annum from our Company.

   Our Company has filed a statement of defence and counter claim of ₹ 1,346.00 million towards compensation for loss/damages suffered on account of undue extension of contract attributable to HCC from September 04, 2006 to November 30, 2011. The arbitration proceedings are pending before the sole arbitrator.

6. KBM-IVRCL Joint Venture ("**KBM**") has initiated arbitration proceedings against our Company with respect to the work awarded to them for construction of tunnel T-74R on Dharam-Quazigund section of Udhampur-Srinagar—Baramulla railway line project. KBM has filed a statement of claim alleging defaults on the part of our Company in performing reciprocal obligations which resulted in delay in timely execution of the project and has claimed an amount of ₹ 808.98 million along with interest.

   Our Company has filed a statement of defence and counter claim against KBM for ₹ 4,157.76 million along with interest. The arbitration proceedings are pending before the arbitral tribunal.

7. Madhava Hytech – Rani (JV) ("**MVR**") has initiated arbitration proceedings against our Company with respect to work awarded to it for improvement/upgradation of the existing road of state highway at Samastipur –Rosera-Sagi in Samastipur district. MVR has initiated the proceedings alleging that our Company has illegally terminated the work contracted to them,that our Company has failed to fulfil its obligations and has breached the terms of the contract, MVRhas claimed an amount of ₹ 478.03 million along with interest.

Our Company has filed a statement of defence and counter claim against MVR for ₹ 209.98 million towards loss due to delay in completion of the work awarded to them. The arbitration proceedings are pending before the sole arbitrator.

8. IJM Constriction SDN BHD and Norwest Holdings SDN BHD ("**IJM**") have initiated ad-hoc arbitration under the Arbitration Act of Malaysia 2005, against our Company alleging that our Company failed to settle claims amounting to ₹714.70 million along with interest, raised by them for work executed with respect to design, construction, completion, testing, commissioning and maintenance of the electrified double track between Seremban (Km.461.234) and Gemas (Km.564.00) stations in Malaysia.

   Our Company has filed a statement of defence and counter claim denying the claim entitlement of IJM and claiming ₹ 323.70 million. The arbitration proceedings are presently pending.

9. The State of U.P. has initiated arbitration proceedings against our Company with respect to work awarded to it for improvement/upgradation of the existing road from Katra to Bilhaur via Jalalabad – Bilgramme- Bangarmau, including major maintenance of portion between Bilgramme to Mallawan of 23 Kms. The State of U.P. has alleged that the Company has delayed the time for completion, thus resulting in increase in cost and additionally, causing direct loss due to idle machinery and plant/reduced productivity causing loss of overheads and profits amounting to ₹ 109.3 million. They have claimed ₹ 303.2 million along with interest.

   Our Company has filed objection to the suit dated April 03, 2017, denying the claim entitlement of the state. Till date no hearing has been held.

(iii) Material conciliation matters

1. Era Infra Engineering Limited ("**Era Infra**") has *vide* notice dated February 10, 2017, invoked conciliation proceedings under the general conditions of contract entered into for construction of officer's club and guest house, supervisor and workers club and guest house, senior secondary and primary schools, trainee and sports hostel, maintenance office, hospitals and shopping complex etc. at RCF, Raebareli. Era Infra has claimed an amount of ₹ 455.78 million on account of losses suffered due to delay in completion of the said project. The matter is pending for conciliation before the General Manager of our Company.

2. Hindustan Construction Company Limited ("**HCC**") has initiated conciliation against our Company with respect to the work awarded to them for construction of tunnel -48 on Dharam-Quazigund section of Udhampur-Srinagar-Baramulla rail project. HCC has claimed an amount of ₹7329.90 million alleging that our Company unilaterally and unfairly terminated the work contracted to them.

   Our Company has filed its reply to the statement of claims raised by HCC and has raised a counter claim of ₹7301.30 million. The matter is pending for conciliation before the sole conciliator and executive director/general of our Company.

3. C&C Constructions Limited ("**C&C**") has issued a statutory notice dated November 08, 2017, to our Chairman and Managing Director ("**CMD**"), invoking conciliation against our Company with respect to the work awarded to them for construction of road over bridge at Jaipur and Ajmer. In the said notice, C&C has alleged that during the course of execution of work, certain disputes and differences arose and the claims were referred to the general manager of our Company which could not be resolved. C&C has further alleged that our CMD had, on the request of C&C, appointed a three member committee of general managers to resolve the matter, however, still the dispute could not be resolved. Therefore, *vide* the said notice, C&C has referred the dispute to our CMD and has requested for conciliation in respect of its claims. C&C has raised a claim of ₹683.16 million against our Company. The said dispute is pending for conciliation before our CMD.

4. Hindustan Construction Company Limited ("**HCC**") has filed three special leave applications bearing no. 13711 of 2017, 23507 of 2017 and 13712 of 2017 ("**SLPs**") against our Company, challenging the order dated November 22, 2016 passed by the High Court of Delhi ("**Impugned Order**") in arbitration petition no. 596/2016 filed by them. Our Company had awarded a contract to HCC for construction of rail link project in the state of Jammu & Kashmir. However, certain disputes arose between HCC and our Company, pursuant to which HCC raised a claim amounting to ₹ 1038. 2 million. In terms of the contract, all disputes were to be settled as per the arbitration clause provided for in the contract i.e. the arbitrators are to be appointed from a list of working/retired employees of our Company or working/retired employees of Indian Railways. However, HCC challenged the same before the High Court of Delhi, which *vide* Impugned Order rejected HCC's request for appointment of an independent and impartial arbitral tribunal instead of appointing presently working/retired employees of Ministry of Railways. Being aggrieved by the Impugned Order, HCC filed the SLP *inter alia* praying for an ad-interim ex-parte stay of the Impugned Order. On November 10, 2017 the Supreme Court passed an order constituting an arbitral tribunal. However, since the names of the arbitrators selected by our Company were not reflected in the said order, our Company has filed an application bearing no. M.A. No. 1662/2017 for clarification/modification of the order. The said application made by our Company is pending before the Supreme Court of India and therefore, the arbitration proceedings have not commenced as on date.

C. Tax proceedings

Below are the details of pending tax cases involving our Company:

Particulars	No. of cases	Amount Involved
Direct Tax		
<u>*Income tax*</u>		
Appeal byour Company	16	5134.94
Appeal by Department	15	2996.27
TOTAL	**31**	**8131.21**
Indirect Tax		
Sales Tax / VAT	50	1379.04
Entry Tax	11	7.06
Service Tax	2	185.10
TOTAL	**63**	**1,571.20**

D. Actions by statutory and regulatory authorities

NIL

II. ***Litigation by our Company***

A. Criminal cases

1. Our Company has filed a criminal complaint bearing no. 212 of 2014 against Octamec Engineering Limited and others ("**Octamec**"), before the Court of Additional Chief Metropolitan Magistrate, Calcutta under sections 406/408/read with sections 120B and 420 of the Indian Penal Code, 1860. The complaint has been filed by our Company alleging that (i) Octamec has failed to carry out the work awarded to them relating to the construction of roof of indoor stadium and cricket gallery for new sports complex in Kolkata, in a timely manner (ii) Octamec has obtained the contract work by making false representations and (iii) Octamec has committed an offence of cheating by inducing our Company to part with an amount of ₹4.63 million which they have dishonestly utilized for other purposes. The complaint has been filed following a FIR filed by our Company before the Bowbazar police station, Kolkata. In our complaint we have prayed that such complaint be forwarded to the officer-in-charge of Bowbazar police station, Kolkata for investigation, search, seizure and arrest of the Octamec. The matter is currently pending.

B. Other material litigation

Arbitration cases

1. Our Company has initiated arbitration proceedings against Rail Vikas Nigam Limited ("**RVNL**") with respect to disputes arising out of the contract for construction of road beds, bridges, installation of track and electrical works in Aligarh – Ghaziabad section. The said work was contracted to our JV Company, Ircon-Gannon Dunkerley-JV (unincorporated) ("**JVC**"). Our Company has claimed an amount of ₹620.90 million along with interest on the grounds that RVNL has breached various terms of the contract. RVNL has submitted its reply stating that our claims are not maintainable as our Company has no privity of contract with RVNL and that it has privity of contract and arbitration agreement only with the JVC. RVNL has further stated in its reply that our Company is also not entitled to the claims as there was delay in executing the work due to reasons attributable to the JVC. Our Company has filed a rejoinder stating that the claims have been raised with respect to our Company's scope of work and that there is privity of contract with RVNL since the JVC is unincorporated and is not a separate legal entity. The arbitration proceedings are pending before the arbitral tribunal.

2. Our Company has initiated arbitration proceedings against National Highways Authority of India ("**NHAI**") with respect to dispute arising out of the work awarded to our Company for 6-laning of Panchi Gujran to Panipat section of NH-1 in the state of Haryana. Our Company has initiated the proceedings for recovering an amount of ₹ 400.53 million towards costs such as idling of resources, additional expenditure on account of unprecedented increase in prices etc. incurred by our Company during the execution of the said work. NHAI has filed its statement of defence praying that the claims raised by our Company be rejected. It has also been contended that the tribunal does not have jurisdiction to entertain the claims and that the claims are barred by law of limitation. The arbitration proceedings are pending before the arbitral tribunal.

3. Our Company has filed an arbitration petition no. 392 of 2014 against West Bengal Housing Infrastructure Development Corporation Limited ("**WBHIDCO**") before the High Court of Calcutta. The petition has been filed challenging the arbitral award dated November 27, 2013 ("**Impugned Order**") passed by the arbitral tribunal in connection with a dispute between the parties for work contracted for development of 150 hectares of land at New Town, Kolkata. Our Company has challenged the Impugned Order *inter alia* on the grounds that the arbitral tribunal has erred in following the substantive law and the natural principles of fundamental law. The petition has been filed *inter alia* praying that (i) a notice be issued to WBHIDCO to show cause as to why the Impugned Order should not be set aside (ii) the Impugned Order be set aside/quash/cancel (iii) and an order be passed directing WBHIDCO to pay an amount of ₹1293.67 million.

4. Our Company has initiated arbitration proceedings against National Highways Authority of India ***("NHAI")*** with respect to the dispute arising out of contract of widening and strengthening of existing National Highway from 2-lane to 4-lane from 526 K.M. to 507 K.M. of Siliguri to Islampur-05422433 Section of NH-31 and Islampur bypass of 10.31 K.M. length in West Bengal. Our Company has initiated the proceedings for recovering an amount of ₹ 1073.63 million towards costs such as idling of resources, additional expenditure on account of unprecedented increase in prices etc. incurred by our Company during the execution of the said work. NHAI has filed a counter claim for ₹ 2302.81 million along with interest due to losses suffered due to increase in expenditure and delay in construction. The proceedings are still pending before the tribunal.

5. Our Company has initiated arbitration proceedings against National Highways Authority of India ("**NHAI**") with respect to dispute arising out of the Contract for East-West Corridor project package EW-II for rehabilitation and upgrading of 170.00 Km to 220.00 Km of NH-25 to 4 lane configuration in the state of Uttar-Pradesh. On account of prolongation of contract, idle utilization of machinery, extension of lease of land, etc, against which our Company has initiated the proceedings for recovering ₹ 5735.34 million, as incurred by our Company during the execution of the said work. The statement of defence dated November 14, 2017 was filed by NHAI, refuting all the claims made by our Company. Our Company in its rejoinder dated December 14, 2017, reiterated its

submissions and also prayed to make and grant an award in favour of our Company. The arbitration proceedings are pending before the arbitral tribunal.

Material conciliation matters

1. Our Company, *vide* letter dated November 16, 2015 addressed to the Ministry of Transport, Malaysia ("**MOT**") had submitted certain claims with respect to the work contracted to our Company for design, construction, completion, testing, commissioning and maintenance of the electrified double track between Seremban and Gemas, Malaysia. Our Company has claimed an amount of ₹ 2666.20 million on account of losses and expenses incurred during the execution of the project. MOT *vide* its letter dated June 30, 2016, rejected our claim. Thereafter, there have been various exchange of correspondences between our Company and MOT wherein we have issued clarifications and raised claims and MOT has rejected such claims. Recently, *vide* letter dated August 07, 2017 our Company has requested MOT to consider or claims and amicably settle the dispute by appointing an independent third party consultant to evaluate the matter. We have not received any further communication from MOT in this regard.

2. Our Company *vide* letter dated October 15, 2014 has raised certain claims amounting to ₹ 1312.52 million against New Mangalore Port Road Company Limited ("**MPRCL**") in connection with the work contracted for widening of 4 lane and strengthening the existing carriageway of NH-7 from Suratkal to Nantoor, NH-48 from Padil to B.C. Road and bypass from Nantoor to Padil in Karnataka. The dispute has been referred to DRB. *Vide* our letter dated August 28, 2016, our Company has submitted an updated claim amounting to ₹4225.89 million along with interest on account of prolonged cost and compensation for ***abnormal*** delay in completion of the project. MPRCL has, vide letter dated August 21, 2015, filed its statement of defence in the matter praying that the claims raised by our Company be rejected as the same are not maintainable.

C. Litigation involving other persons whose outcome could have a material adverse effect on our Company

NIL

LITIGATION INVOLVING OUR SUBSIDIARIES

I. ***Litigation against our Subsidiaries***

A. Criminal cases

NIL

B. Other material litigation

Litigation against Ircon-ISL

1. Harish Kumar Vaishnav ("**Petitioner**") has filed a D.B. Civil Writ Petition (PIL) bearing no. 15350 of 2017 against Ircon ISL and others before the High Court, Rajasthan under Article 226 of the Constitution of India. The Petitioner has alleged that the multifunctional complex developed by Ircon ISL under a sub-lease agreement was to be used for providing amenities to railway passengers and other railway users but instead was leased out to a private entity for building a commercial vehicle showroom, which is contrary to the terms of the said agreement and hinders the interest of the general public. The writ petition has been filed inter alia praying for an order directing the Respondents to remove the commercial vehicle showroom from the multi-functional complex situated within Jodhpur. The suit is pending before the High Court, Delhi.

2. K. Chandra Babu and others ("**Petitioner**") has filed writ petitions bearing W.P. No. 36921/2017 & 37053/2017 against Ircon ISL and others ("**Respondent**") before the High Court, Karnataka under Article 226 of the Constitution of India. The matter arose when the Respondent issued a notice dated August 10, 2017 to the Petitioner

under the Public Premises (Eviction of Unauthorised Occupants) Act, 1971 for nonpayment of rent and for vacating the multifunctional complex leased out by it to the Petitioner. Being aggrieved the Petitioner has thus filed the writ petition praying for an order to quash the said notice. The suit is pending before the High Court, Karnataka.

3. K.J. Realtors Private Limited ("**Petitioner**") has filed a writ petition bearing W.P. No. 39093/2017 against Ircon ISL and others ("**Respondent**") before the High Court, Kerala under Article 226 of the Constitution of India. The Petitioner has alleged that the Respondents constructed an illegal building without getting a NOC/sanction from the Municipality and leased it to the Petitioner. Subsequently, the Respondents initiated eviction proceedings against the Petitioner for nonpayment of rent under the Public Premises (Eviction of Unauthorised Occupants) Act, 1971. The Petitioner has filed the said writ petition against the eviction proceedings *inter alia* praying to issue a writ of mandamus or any other order for grant of ten months' time to pay the arrears and to forbear the Respondent from claiming the rent of the said premises until the building is validly registered. The suit is pending before the High Court, Kerala.

4. M.R.A Bakery and Restaurant ("**Petitioner**") has filed a writ petition bearing no. 10136 of 2017 against Ircon ISL ("**Respondents**") and others before the High Court, Kerala at Ernakulam under Article 226 of the Constitution of India. The Petitioner has alleged that the Respondents have acted in contravention to Section 184 of the Railways Act, 1989 by issuing notices demanding the Petitioner to stop carrying out the business activities as it does not have a valid municipal building number, permit or license. The writ petition has been filed inter alia praying for the issue of the writ of certiorari for quashing the notices issued by the Respondents and to stay all further proceedings pursuant to the notices issued by the Respondents. By an order dated June 14, 2017 the High Court of Kerala at Ernakukam has stayed all the further proceedings in the matter and is presently pending before the High Court, Kerala at Ernakulam

5. Vinod Patidar and others ("**Petitioner**") has file a case bearing no. 34/2015 against Ircon ISL ("**Respondent**") before the Court of Labour Commissioner, Rajasthan under the Workmen's Compensation Act, 1923. The Petitioner has alleged that the Respondent is liable to pay compensation to the family members of late Praveen Patidar as the deceased died during the course of his employment while he was posted in Malaysia. The case has been filed inter alia praying for an order directing the Respondents to pay a compensation along with interest with interest from the date of his death till the date of realization aggregating to approximately ₹ 12.71 million (USD 1,96,027.5). The Respondent has filed a reply dated February 26, 2018 and the case is still pending before the Court of Labour Commissioner, Rajasthan.

6. Kiran Devi and others ("Petitioner") has file a case bearing no. 116/2014 against Ircon ISL ("Respondent") before the Court of Labour Commissioner, Uttar Pradesh under the Workmen's Compensation Act, 1923. The Petitioner has alleged that the Respondent is liable to pay compensation to the family members of Late Rakesh Kumar as the deceased died during the course of his employment while he was posted in Srilanka. The case has been filed inter alia praying for an order directing the Respondents to pay a compensation along with interest from the date of his death till the date of realization aggregating to approximately ₹ 11.66 million. The Respondent has filed a reply dated February 26, 2018 and the case is still pending before the Court of Labour Commissioner, Uttar Pradesh.

Ircon PBTL

1. Labour Enforcement Officer (central) Bikaner ("**Complainant**") has filed a complaint against Ircon-PBTL before the Director General (inspection) and Dy. Chief Labour Commissioner (central), Ministry of Labour and Employment, for breach under section 7 and Rule 240 of the Building and Other Construction Workers (RE&CS) Act 1996 and the rules formed thereof respectively. The Complainant has alleged that on an inspection of the premises, it was noticed that being the contractor in respect of the work titled "Miscellaneous type of official and construction of existing Bikaner –Phalodi Section", Ircon-PBTL had employed more than 10 building workers and further failed to maintain a register of building workers and therefore Ircon-PBTL has committed an offence punishable under section 50(1) of the Building and Other Construction Workers (RE&CS) Act 1996. Ircon-PBTL has filed a reply dated January 10, 2018 statting that the non-compliacne was due to inadvertant error and that compliance with the said section and rule has been henceforth ensured. Ircon-PBTL has not received any further

communication from the Director General (inspection) and Dy. Chief Labour Commissioner (central) in this regard.

C. Tax proceedings

(i) Ircon Shivpuri Guna Tollway Private Limited

1. Ircon-SGTL has received a limited scrutiny notice dated September 18, 2017 issued by the Office of the Assistant Commissioner of Income Tax, Circle 12(1), Delhi under section 143(2) of the Income Tax Act, 1961 for the financial year 2016 – 2017. Ircon-SGTL vide letter dated September 26, 2017 has submitted its reply to the notice. Subsequently, IrconSGTL received another notice dated September 27, 2017 for submitting further documents. IrconSGTL, vide letter dated October 6, 2017 replied to the said notice. There has been no further communication from the tax authorities in this regard.

2. Ircon-SGTL has received a notice dated April 4, 2017 under section 139(9) of the Income Tax Act, 1961 from the Deputy Commissioner of Income Tax, Centralized Processing Center, Bangalore, with regards to certain defects in the return of income filed by Ircon-SGTL for the Assessment Year 2016-17. Ircon-SGTL has filed a revised return of income dated April 26, 2017. There has been no further communication from the tax authorities in this regard.

3. Ircon-SGTL has received a notice dated December 26, 2017 under sections 92 BA, 92CA(2) and 92D(3) of the Income Tax Act, 1961 from the office of the Deputy Commissioner of Income Tax – Transfer Pricing Officer – 2(1)(2), New Delhi, ("**DIT-New Delhi**") pursuant to a reference made under section 92CA(1) of the Income Tax Act, 1961 by the ITO, Ward-12(4), New Delhi. The notice was issued in respect of determination of arm's length price with regards to 'International Transactions/Specified Domestic Transactions (SDT)' entered into by Ircon-SGTL during the Assessment year 2015-16. Vide the notice, Ircon-SGTL was directed to produce evidence or material relied upon in support of computation of arm's length price for the international transactions, and to attend the office of the DIT-New Delhi on January 22, 2018. Ircon-SGTL has issued a reply to the aforementioned notice vide letter dated January 22, 2018, and has also appointed M/s. SRC & Company, Chartered Accountants as tax consultants for the said litigation, who have attended five hearings on behalf of Ircon-SGTL before the DIT-New Delhi till the date of filing of this Draft Red Herring Prospectus. The matter is currently pending before the DIT-New Delhi.

(ii) *Ircon PB Tollway Limited*

1. Ircon-PBTL has received a limited scrutiny notice under section 143(2) of the Income Tax Act, 1961 dated September 18, 2017 issued by the Office of the Deputy Commissioner of Income Tax, Circle 12(1), Delhi for the assessment year 2016 – 2017. Ircon-PBTL vide letter dated September 26, 2017 submitted its reply to this notice. There has been no further communication from the tax authorities.

D. Actions by statutory and regulatory authorities

NIL

E. Penalties imposed

Ircon *Infrastructure and Services Limited*

The Deputy commissioner of Income tax, *vide* order dated June 29, 2015 had imposed a penalty of ₹ 51.44 million u/s 271(l)(c) of the Income tax Act , 1961on IrconISL on account of alleged violation of article 7 of double taxation agreement and consequent computation of income for minimum alternate tax under section 115JB of the Income Tax Act. Being aggrieved by the said penalty order, IrconISL has filed an appeal before the Commissioner of Income Tax (appeal)-Delhi 4. The appeal is currently pending before the Commissioner of Income Tax (appeal)-Delhi 4.

II. ***Litigation by our Subsidiaries***

(iii) Ircon Infrastructure & Services Limited ("Ircon-ISL")

A. Criminal

1. Ircon-ISL has filed two separate complaints bearing nos. 39602/2016 and 16746 of 2016 against K.J. Realtors Private Limited and others ("**K.J. Realtors**") before the Chief Metropolitan Magistrate, New Delhi under section 138 read with section 141 of the Negotiable Instruments Act, 1881. The complaint has been filed by IrconISL alleging that two cheques issued by K.J. Realtors towards lease rent, each amounting to ₹ 1.40 million was dishonoured due to insufficient funds and one cheque (amounting to ₹ 1.40 million) was dishonoured due to instructions for stoppage of by K.J. Realtors. The complaint has been filed praying to summon, try and punish K.J. Realtors for offences punishable under section 138 read with sections 141 and 142 of the Negotiable Instruments Act, 1881. The complaint is currently pending before the Chief Metropolitan Magistrate, New Delhi.

2. Ircon-ISL has filed a criminal complaint no. 5940 of 2017 against Madurai Multifunctional Complex Private Limited ("**MMCPL**") before the Chief Metropolitan Magistrate, Saket under section 138 read with sections 141 and 142 of the Negotiable Instruments Act, 1881. The complaint has been filed by IrconISL alleging that one cheque issued by MMCPL amounting to ₹ 5 million, issued towards lease rent, was dishonoured due to insufficient funds. The complaint has been filed *inter alia* praying that the complaint be registered and action be initiated under sections 138, 141 and 142 of the Negotiable Instruments Act, 1881read with section 420 of IPC. The complaint is currently pending before the Chief Metropolitan Magistrate, Saket.

3. Ircon-ISL has filed a criminal complaint no. 13827 of 2017 against A.L. Enterprises ("**ALE**") before the Chief Metropolitan Magistrate under section 138 read with sections 142 of the Negotiable Instruments Act, 1881. The complaint has been filed alleging that one cheque issued by ALE amounting to ₹ 0.5 million, issued towards lease rent, was dishonoured due to insufficient funds. The complaint has been filed *inter alia* praying that ALE be summoned and tried and punished under the provisions of sections 138 and 142 of the Negotiable Instruments Act, 1881and that a fine be imposed on the ALE under section 357 of the Code of Criminal Procedure1973. The complaint is pending before the Chief Metropolitan Magistrate.

B. Others material litigation

NIL

C. Tax proceedings

1. Ircon-ISL ("**Appellant**") has filed an appeal before the CIT (Appeals) against the order passed by Deputy Commissioner of Income Tax (DCIT), Delhi ("**DCIT**") under section 143(3) of the Income Tax Act, 1961. The order was passed in relation to the return of income filed by the Appellant for the assessment year 2015 – 2016, declaring their total income as "nil" After scrutiny of the said return by the Income Tax Authorities it was found that the Appellant has claimed a depreciation amounting to ₹184.5 million on the lease rights which it had received under a sublease agreement entered with Rail Land Development Authority for the planning and development of multifunctional complexes at identified sites. The DCIT inter alia passed an order stating that lease rights do not come under the definition of tangible assets and therefore depreciation cannot be claimed on the same. Therefore ordered an addition of ₹ 16.8 million to the declared income of the Appellant. Being aggrieved by the said order, the Appellant has preferred this appeal against the order of the DCIT. The amount involved in the appeal is ₹ 101.30 million. The appeal is pending before the CIT (Appeals).

2. Ircon-ISL has filed an appeal before the Commissioner of Income Tax, challenging the penalty of ₹ 51.44 million imposed by Deputy Commissioner of Income Tax, Circle-12(2), New Delhi vide order dated June 29, 2017. For further details see the heading '*Litigation against our Subsidiaries - Penalties imposed*' above.

LITIGATION INVOLVING OUR DIRECTORS

A. Criminal cases

NIL

B. Other material litigation

C&C Constructions Limited has issued a statutory notice to our Chairman and Managing Director, Sunil Kumar Chaudhary requesting for invocation of conciliation. For further details please see the heading "Litigation against our Company - Conciliation matters" above.

C. *Litigations involving our Directors whose outcome may have a material adverse effect on our Company*

NIL

D. Tax Proceedings involving our Directors

NIL

E. Pending action by statutory or regulatory authorities against our Directors

NIL

LITIGATION INVOLVING OUR GROUP COMPANIES

A. *Criminal Litigation involving our Group Companies*

NIL

B. *Litigations involving our Group Companies*

Litigation against our Group Companies

Chhattisgarh East Railway Limited (CERL)

1. Radhelal Rathiya and others ("**Petitioner**") has filed a writ petition (PIL) bearing no. 126 of 2016 against CERL and others ("**Respondents**") before the High Court, Chhattisgarh at Bilaspur under Article 226 of the Constitution of India. The Petitioner has alleged that the Respondents have acted contrary to the provisions of Right to Fair Compensation and Transparency in Land Acquisition, Rehabilitation and Resettlement Act, 2003 dealing with the rehabilitation and resettlement of persons and families displaced and affected in the acquisition of land used for the construction of east rail road corridor scheme. This writ petition has been filed *inter alia* praying for an order restraining the Respondents from displacing the Petitioners and carrying out further construction activities on the said land. The writ petition is pending before the High Court, High Court, Chhattisgarh at Bilaspur.

2. Sudiep Shrivastava and others have filed an application (470 of 2015) dated September 30, 2015 before the National Green Tribunal (NGT) filed against CERL for the use of forest land without obtaining requisite clearances from the Ministry of Environment and Forests. The applicant allege that construction of a railway line by CERL has led to loss of habitat for elephants in the area and that the felling of trees for the construction took place without requisite permissions. The Applicant further filed an appeal (151 of 2015) dated December 21, 2015 against

clearance granted to CERL by the State of Chhattisgarh alleging that the proper rules for approval were not followed. The matter is currently pending before NGT.

Chhattisgarh East – West Railway Limited (CEWRL)

1. Sudiep Shrivastava has filed an application (OA No. 678 of 2016) dated December 19, 2016 before the National Green Tribunal (NGT) against CEWRL alleging that construction work on a portion of a railway project in Chhattisgarh has been initiated without obtaining the requisite environmental clearances. The Company has filed a response denying that any such construction has taken place and will not take place without the necessary clearances being granted. The matter is currently pending before NGT.

C. ***Tax proceedings involving our Group Companies***

Ircon – Soma Tollway Private Limited

Sr. no.	Case No.	Type of Case	Name of the Parties	Brief Description of the matter	Amount involved
1	Appeal No. 3389/Del-2017 for Block Year 2012-2013	Section 263 of the Income Tax Act 1961 for the AY 2012-2013	Income Tax Appellate Tribunal-New Delhi	1.Depreciation Claimed on Negative grant payable to NHAI Considering Intangible Assets by the company is disallowed by Principal Commissioner of Income Tax with a reason that being a provision it cannot be allowed	₹1319.6
				2. Depreciation Claimed @ 25% on other intangible assets was disallowed with a reason that it is not in compliance the CBDT circular No. 9/2014 dated April 23, 2014	
2	Appeal No. 3390/Del-2017 for Block Year 2013-2014	Section 263 of the Income tax Act 1961 for the AY 2013-2014	Income Tax Appellate Tribunal-New Delhi	1. Depreciation claimed on Negative grant payable to NHAI Considering Intangible Assets by the company is disallowed by the Principal Commissioner of Income Tax with a reason that being a provision it cannot be allowed	₹ 1633.8
				2. Depreciation Claimed @ 25% on other intangible assets was disallowed with a reason that it is not in compliance with the CBDT circular No. 9/2-14 dated April 23, 2014	

D. ***Pending action by statutory or regulatory authorities against our Group Companies***

NIL

E. ***Outstanding Litigation against any other persons whose outcome could have a material adverse effect on our Group Companies***

NIL

A. Outstanding dues to small scale undertakings and other creditors by our Company

As on December 31, 2017 the total amount owed by our Company to creditors is ₹ 4,715.00 million. Based on the Materiality Policy adopted by our Board, the threshold for material dues is 1% of the total amounts owed to creditors as on December 31, 2017.

Details of the dues owed to creditors are given below:

Particulars	Number of creditors	Amount Outstanding (in ₹ million)
Dues to Small Scale Undertakings		
	1	8.10
Material dues to Creditors		
	13	1945.90
Other dues to creditors		
.	N.A	N.A.
	Total	**1954.00**

The details pertaining to net outstanding dues towards creditors are available on the website of our Company at www.ircon.org

B. Details of default and non - payment of statutory dues by our Company

Except as stated in "*Financial statements*" on page 230, our Company does not have any outstanding statutory dues and has not made any defaults or committed any acts involving non-payment of its statutory dues.

C. Material fraud committed against our Company in the last five years and actions taken by our Company in this regard

NIL

D. Proceedings initiated against our Company for economic offences

NIL

E. Inquiries, inspection, investigations instituted under the Companies Act in the last five years immediately preceding the date of this Draft Red Herring Prospectus against our Company

NIL

F. Details of fines/ penalties imposed or compounding of offences under the Companies Act in the last five years immediately preceding the year of this Draft Red Herring Prospectus

NIL

Material Developments since the last balance sheet date

Except as disclosed in Management's Discussion and Analysis of Financial Condition and Results of Operations, there are no material developments post December 31, 2017. For details of significant developments post December 31, 2017, see "*Management's Discussion and Analysis of Financial Condition and Results of Operations*" on page 663.

GOVERNMENT AND OTHER APPROVALS

In view of the approvals listed below, our Company can undertake the Offer and our Company can undertake its current business activities, and no further major approvals, permissions, consents, licenses or registrations from any governmental or regulatory authority are required to undertake the Offer or continue the business activities of our Company. Unless otherwise stated, these approvals are valid as of the date of this Draft Red Herring Prospectus. Certain approvals may have lapsed in their normal course or have not been obtained by our Company and our Subsidiaries and our Company and Subsidiaries have either made applications to the appropriate authorities for renewal of such licenses. For details in connection with the regulatory and legal framework within which we operate, see "Regulations and Policies" on page 173.

A. *Approval related to the Offer*

For all approvals and authorisations obtained by our Company and the Selling Shareholders in relating to the Offer, see "*Other Regulatory and Statutory Disclosures – Authority for this Offer*" on page 708.

B. *Incorporation Details*

1. Certificate of incorporation dated April 28, 1976 issued by RoC upon incorporation as *"Indian Railway Construction Company Private Limited"*;

2. Certificate of incorporation consequent upon conversion to public limited company dated November 20, 1976 issued by RoC upon conversion as *"Indian Railway Construction Company Limited"*

3. Fresh certificate of incorporation dated October 17, 1995 issued by RoC consequent upon change of name to *"IRCON International Limited"*.

C. *Corporate Approvals*

1. Permanent Account Number (PAN) AAACI0684H issued by the Income Tax Department;

2. Tax Deduction and Collection Account Number (TAN) DELI00156C issued by Income Tax Department;

3. Certificates of Registration issued by the Government of India and various state governments under the Central Goods and Services Tax Act, 2017; and

4. Order dated June 22, 2015 bearing no. S. – 35015/9/2015-SS.II issued by Ministry of Labour and Employment granting exemption from the provisions of the Employees Provident Fund and Miscellaneous Provisions Act, 1952 with effect from October 1, 1987 due to favourable rates of contribution and other provident fund benefits awarded to the employees of the Company in other establishment.

D. *Business Approvals*

We are required to obtain consents, licenses, registrations, permissions and approvals for carrying out our present business activities which include, approvals for operating as a contractor for road construction or civil works, registration under the various state shops and establishments act, registration of contract labour employed at our project sites, registration of employees, registration under the Building and Other Construction Workers (Regulation of Employment and Condition of Service) Act, 1996, environmental approvals including consent to operate under the Air (Prevention and Control of Pollution) Act, 1981, consent to operate under the Water (Prevention and Control of Pollution) Act, 1974 and other environmental clearances pursuant to the contracts that we enter into for execution of the projects. The requirement for such approvals for a particular project undertaken by us may vary based on factors such as the legal requirement in the state in which the project is being undertaken, the size of the projects undertaken and the type of the project. Further, as the obligation to obtain such approvals arises at various stages in our projects and related assets, applications for approvals are filed and the necessary approvals are obtained at the appropriate stage. Additionally, some of these consents, licenses, registrations, permissions and approvals from the governmental and regulatory authorities that are required for carrying on our present business are obtained by the entities to whom we have sub – contracted the project, the terms and conditions of which, they are required to comply with.

We have obtained necessary consents, licenses, registrations, permissions and approvals from the governmental and other statutory and regulatory authorities that are required for carrying on our present business activities. In the event, that any of the approvals and licenses that are required for our business operations expire in the ordinary course of business, we apply for their renewal from time to time.

Some of the material approvals obtained by our Company to carry on its business are as under –

1. Certificate of fire safety dated April 7, 2016 issued by Government of NCT of Delhi, Delhi Fire Service for compliance with the fire prevention and fire safety requirements at our Registered Office valid upto April 6, 2019;

2. Certificate of importer – exporter code dated April 1, 1988 bearing no. 0588046388 issued by the Foreign Trade Development Officer, Ministry of Commerce;

3. Shops and establishment certificate (JC/11/41424) issued by Inspector under the provisions of the Jammu and Kashmir Shops and Establishment Act, 1966;

4. Shops and establishment certificate (P.T. / TBSE_REG/ 2018/03109) dated February 28, 2018 issued by Inspector under the provisions of the Bihar Shops and Establishment Act, 1953;

5. Shops and establishment certificate (762316586) dated February 17, 2018 issued by Inspector under the provisions of the Maharashtra Shops and Establishment Act, 1948;

6. Shops and establishment certificate (2013021784) dated July 8, 2013 issued by Inspector under the provisions of the Delhi Shops and Establishment Act, 1954;

7. Certificate of Enlistment for financial year 2017-18 dated September 11, 2017 of The Kolkata Municipal Corporation bearing number 011971014071;

8. Construction license dated April 26, 2016 issued by Construction Industry Development Board from bearing number 10091566, till April 26, 2019 in respect of Majuba Project, South Africa;

9. Udhampur-Srinagar-Baramulla Railway Link Project: Storage license dated January 12, 2017 issued by Joint Chief Controller of Explosives, North Circle, Faridabad bearing number P/NC/JK/14/764 (P388673);

10. Udhampur-Srinagar-Baramulla Railway Link Project: Explosive license issued by Joint Chief Controller of Explosives, North Circle, Faridabad bearing number E/NC/JK/22/202 (E97676);

11. Udhampur-Srinagar-Baramulla Railway Link Project: Shot Firer's Certificate dated December 09, 2015, issued by Deputy Chief Controller of Explosives, Guwhati bearing number E/EG/AR/30/53 (E85767);

12. Udhampur-Srinagar-Baramulla Railway Link Project: Certificate of competency to carry out blasting of explosives in area not coming under the Mines Act, 1952 issued by Joint Chief Controller of Explosives, East Circle, Kolkata dated December 04, 2015, valid till December 04, 2020;

13. Bikaner-Phalodi: Explosive license bearing number P/NC/RJ/14/5046 (P372090) dated March 30, 2017 issued by Deputy Chie Controller of Explosives, Faridabad, being valid upto December 31, 2021.

Further, we have also obtained certain quality certifications such as –

14. Certificate of registration dated May 1, 2020 bearing no. TUV104072000 issued by TUV SUD for conformity with ISO 14001:2015 for scope of design and construction of railway tracks, highways, bridges, tunnels, workshops, etc. valid upto May 2, 2020;

15. Certificate of registration dated June 9, 2017 bearing no. 9910017689 issued by TUV SUD for conformity with ISO 9001:2015 for scope of design and construction of railway track, highways, bridges, tunnels, workshops, etc. valid upto June 8, 2020;

16. Certificate of registration dated December 10, 2015 bearing no. TUV116072433 issued by TUV SUD for conformity with OHSAS 18001:2007 for scope of construction of railway track, highways, bridges, tunnels, workshops, aircraft hangar, etc. valid upto December 27, 2018.

E. Approvals required for which no application has been made by our Company

NIL

F. Approvals which have expired and for which renewal applications have been made by our Company

NIL

G. Approvals which have expired for which renewal applications are yet to be made by our Company

NIL

H. Approvals for which applications have been made by our Company but are currently pending grant

1. Application on September 28, 2017 made by our Company to Railway Ministry and DPE for scheduling our subsidiary Ircon ISL as Schedule "B" company as per DPE guidelines.

I. Approvals obtained by our Subsidiaries

Our Subsidiaries are required to register under various tax laws and state specific tax laws such as the IT Act, GST Act and professional tax. We have obtained the necessary licenses and approvals from the appropriate regulatory and governing authorities in relation to such tax laws. Further, in order to conduct our operations in India, we require various approvals and/ or licenses under various laws, rules and regulations. These approvals and/ or licenses include registration under the EPF Act, the Contract Labour Act, Air (Prevention and Control of Pollution) Act, 1981, Water (Prevention and Control of Pollution) Act, 1974 and other environmental clearances. Our Subsidiaries are also required to register our offices under the state specific shops and establishment legislations. Our Subsidiaries have obtained the necessary permits, licenses and approvals from the appropriate regulatory and governing authorities required in order to conduct our business operations in India.

J. Approvals which have expired and for which renewal applications have been made by our subsidiary.

NIL

K. Approvals required for which no application has been made by our Subsidiaries.

NIL

L. Approvals which have expired and for which renewal applications are yet to be made by our Subsidiaries

NIL

M. Approvals for which applications have been made by our Subsidiaries, but are currently pending grant

NIL

OTHER REGULATORY AND STATUTORY DISCLOSURES

Authority for this Offer

1. Our Board of Directors has approved the Offer pursuant to a resolution passed at their meeting held on March 21, 2018;

2. MoR, *vide* its letter dated February 08, 2018, has approved the disinvestment of 10.53%, including the Employee Reservation Portion, of our Promoter's shareholding in our Company. The Selling Shareholder, *vide* its letter dated March 20, 2018, has conveyed its consent for inclusion of upto 9,905,157 Equity Shares of our Company held by it, as part of the Offer for Sale portion of the Issue.

3. In-principle approval from the NSE dated [●];

4. In-principle approval from the BSE dated [●]; and

5. The Board approved this Draft Red Herring Prospectus pursuant to its resolution dated March 21, 2018 and the IPO Committee has approved this Draft Red Herring Prospectus pursuant to its resolution dated March 26, 2018.

Prohibition by SEBI or other Governmental authorities

Our Company, our Directors, our Promoter, Group Companies and persons in control of our Company, have not been prohibited from accessing capital market for any reason by SEBI or any other authorities in India.

Our Promoter, our Directors, persons in control of our Company were not, or also are not, a promoter or a director or persons in control of any other company which is debarred from accessing the capital market under any order or directions made by SEBI.

As on the date of this Draft Red Herring Prospectus, none of our Directors are associated with the securities market and no action has been initiated by SEBI against them.

Further, there has been no violation of any securities law committed by our Company, Subsidiaries, Directors, Promoter and Group Companies in the past nor have they been subject to any penalties by SEBI or any other regulatory authority, court, tribunal within and outside India and no such proceedings are pending against them.

Prohibition with respect to willful defaulters

None of our Company, our Subsidiaries, our Directors, Our Group Companies, and our Promoter has been identified as a Willful Defaulter (as defined under the SEBI ICDR Regulations). Further, there are no violations of securities laws committed by them in the past or are pending against them.

Eligibility for the Offer

Our Company is eligible for the Offer in accordance with the Regulation 26(1) of the SEBI ICDR Regulations as set forth below:

- Our Company has net tangible assets of at least ₹ 30 million in each of the preceding three full years (of 12 months each);
- Our Company has a minimum average pre-tax operating profit of ₹ 150 million, calculated on a restated basis, during the three most profitable years out of the immediately preceding five years;
- Our Company has a pre- Offer net worth of at least ₹ 10 million in each of the three preceding full years (of 12 months each);
- The aggregate of the proposed Offer and all previous offers made in the current Fiscal in terms of the Offer size is not expected to exceed five times the pre- Offer net worth of our Company as per the audited balance sheet of Fiscal 2017; and

- Our Company has not changed its name in the last year.

Our Company's net tangible assets, derived from the Restated Standalone Financial Statements and Restated Consolidated Financial Statements as at and for the last three Fiscal Years are set forth below:

(₹ in million)

Description	Based on Restated Standalone BS As at March 31			Based on Restated Consolidated BS As at March 31		
	2017	**2016**	**2015**	**2017**	**2016**	**2015**
Net block of fixed assets	1,370.78	1,463.97	1,507.40	1,456.08	1,563.90	1,619.55
Capital work in progress for fixed assets (including capital advances)	-	14.98	3.81	19.99	14.98	10.73
Current assets, loans and advances & Non-Current Asset	90,293.40	79,877.76	63,765.46	84,657.43	78,357.57	62,707.24
Sub-Total (a)	91,664.18	81,356.71	65,276.67	86,133.50	79,936.45	64,337.52
Loan funds (Secured loans + Unsecured loans)	Nil	Nil	Nil	Nil	Nil	Nil
Non-Current Liabilities, Current liabilities and provisions	53,396.01	44,697.74	30,173.60	53,946.82	44,786.47	30,463.71
Sub-Total (b)	53,396.01	44,697.74	30,173.60	53,946.82	44,786.47	30,463.71
Total (a-b)	38,268.17	36,658.97	35,103.07	32,186.68	35,149.98	33,873.81

Net Tangible Assets = sum of all net assets of the Company, excluding intangible assets as defined in Accounting Standard 26 issued by the Institute of Chartered Accountants of India.

Our Company's average pre-tax operating profits, derived from the Restated Standalone Financial Statements and Restated Consolidated Financial Statements as at and for the last three Fiscal Years are set forth below:

(Rs. in Million)

Description	**Years Ended March 31**				
	2017	**2016**	**2015**	**2014**	**2013**
	Restated Consolidated				
Profit Before Tax	5,557.27	6,116.00	8,345.84	10,973.54	10,899.82
Add: Finance Costs	586.52	432.97	287.31	385.35	108.93
Add/Less: Extraordinary Items	-	-	-	-	-
Less: Other Income	2,633.84	4,277.13	2,677.22	2,534.24	2,492.28

Restated pre-tax consolidated operating profit*	3509.95	2271.84	5955.93	8824.65	8516.47
	Restated Standalone				
Profit Before Tax	5,317.34	5,766.23	8,203.70	10,829.49	10,979.24
Add: Finance Costs	606.02	431.89	287.00	384.52	108.74
Add/Less Extraordinary Items	-	-	-	-	-
Less: Other Income	2,596.29	4,158.38	2,653.33	2,553.30	2,559.36
Restated pre-tax Standalone operating profit*	3,327.07	2039.74	5837.37	8660.71	8528.62

** Restated pre – tax consolidated/Standalone operating profits has been calculated as net profit before the aggregate of tax, extra-ordinary items, finance costs and other income.*

The average restated pre-tax consolidated & Standalone operating profit of the Company for the three most profitable years out of the above five years are Rs. 7765.68 million and Rs. 7675.57 million respectively.

Our Company's net worth derived from the Restated Standalone Financial Statements and Restated Consolidated Financial Statements as at and for the last three Fiscal Years are set forth below:

(₹ in million)

Description	Based on Restated Standalone BS As at March 31			Based on Restated Consolidated BS As at March 31		
	2017	**2016**	**2015**	**2017**	**2016**	**2015**
Paid-up share capital	989.80	197.96	197.96	989.80	197.96	197.96
Share premium account	-	-	-	-	-	-
Reserves and surplus (excluding revaluation reserve)*	37,234.82	36,522.10	34,869.16	37,125.69	36,241.26	34,289.19
Miscellaneous Expenditure	-	-	-	-	-	-
Net worth	38,224.62	36,720.06	35,067.12	38,115.49	36,439.22	34,487.15

Net worth means the aggregate of the paid-up share capital, share premium account, and reserves and surplus (excluding revaluation reserve) as reduced by the aggregate of miscellaneous expenditure (to the extent not adjusted or written off), the debit balance of the profit and loss account and items of other comprehensive income.

In accordance with regulation 26(4) of the SEBI ICDR Regulations, our Company shall ensure that the number of prospective Allottees to whom the Equity Shares will be allotted under the Offer shall not be less than 1,000 otherwise the entire application money shall be unblocked in the respective ASBA Accounts of the Bidders. In case of delay, if any, in unblocking the ASBA Accounts within the time prescribed under the Applicable Laws, our Company and the Selling Shareholder shall be liable to pay interest on the application money in accordance with the Applicable Laws.

The status of compliance of our Company with the conditions as specified under Regulations 4(2) and 4(5)(a) of the SEBI ICDR Regulations, is as follows:

i. Our Company, our Subsidiaries, our Promoter and our Directors are not debarred/ restrained from accessing the capital markets by SEBI;

ii. The companies with which our Promoter or our Directors are or were associated as promoter or director or as person in control are not debarred from accessing capital markets under any order or direction passed by SEBI;

iii. Our Company has made an application to the BSE and the NSE for obtaining their in-principle approvals for listing of the Equity Shares under this Offer and has received the in-principle approvals from the BSE and the NSE pursuant to their letters dated [●] and [●], respectively. For the purposes of this Offer, pursuant to a resolution of our Board/ IPO Committee, the [●] shall be the Designated Stock Exchange;

iv. Our Company has entered into a Tripartite Agreement dated December 20, 2017 and December 21, 2017 with the Registrar and NSDL and CDSL, respectively, for dematerialisation of the Equity Shares;

v. The Equity Shares are fully paid-up and there are no partly paid-up Equity Shares as on the date of filing this Draft Red Herring Prospectus; and

vi. None of our Company, our Promoter and Directors is a Wilful Defaulter (as defined in the SEBI ICDR Regulations).

Given that the Offer is through an Offer for Sale by the Selling Shareholder and the Offer Proceeds will not be received by our Company, Regulation 4(2) (g) and Clause VII C (1) of Part A of Schedule VIII of the SEBI ICDR Regulations (which requires firm arrangements of finance through verifiable means for 75% of the stated means of finance, excluding the amount to be raised through the Offer and existing identifiable internal accruals) does not apply.

DISCLAIMER CLAUSE OF SEBI

AS REQUIRED, A COPY OF THIS DRAFT RED HERRING PROSPECTUS HAS BEEN SUBMITTED TO SEBI. IT IS TO BE DISTINCTLY UNDERSTOOD THAT SUBMISSION OF THIS DRAFT RED HERRING PROSPECTUS TO SEBI SHOULD NOT IN ANY WAY BE DEEMED OR CONSTRUED TO MEAN THAT THE SAME HAS BEEN CLEARED OR APPROVED BY SEBI. SEBI DOES NOT TAKE ANY RESPONSIBILITY EITHER FOR THE FINANCIAL SOUNDNESS OF ANY SCHEME OR THE PROJECT FOR WHICH THE OFFER IS PROPOSED TO BE MADE OR FOR THE CORRECTNESS OF THE STATEMENTS MADE OR OPINIONS EXPRESSED IN THIS DRAFT RED HERRING PROSPECTUS. THE BOOK RUNNING LEAD MANAGERS, BEING IDBI CAPITAL MARKETS & SECURITIES LIMITED, AXIS CAPITAL LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE CERTIFIED THAT THE DISCLOSURES MADE IN THIS DRAFT RED HERRING PROSPECTUS ARE GENERALLY ADEQUATE AND ARE IN CONFORMITY WITH SEBI (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009 IN FORCE FOR THE TIME BEING. THIS REQUIREMENT IS TO FACILITATE INVESTORS TO TAKE AN INFORMED DECISION FOR MAKING AN INVESTMENT IN THE PROPOSED OFFER.

IT SHOULD ALSO BE CLEARLY UNDERSTOOD THAT WHILE THE COMPANY IS PRIMARILY RESPONSIBLE FOR THE CORRECTNESS, ADEQUACY AND DISCLOSURE OF ALL RELEVANT INFORMATION IN THIS DRAFT RED HERRING PROSPECTUS, THE SELLING SHAREHOLDER WILL BE RESPONSIBLE ONLY FOR THE STATEMENTS SPECIFICALLY CONFIRMED OR UNDERTAKEN BY IT IN THE DRAFT RED HERRING PROSPECTUS IN RELATION TO ITSELF AND ITS EQUITY SHARES OFFERED BY WAY OF THE OFFER FOR SALE, THE BOOK RUNNING LEAD MANAGERS, BEING IDBI CAPITAL MARKETS & SECURITIES LIMITED, AXIS CAPITAL LIMITED AND SBI CAPITAL MARKETS LIMITED ARE EXPECTED TO EXERCISE DUE DILIGENCE TO ENSURE THAT THE COMPANY AND THE SELLING SHAREHOLDER DISCHARGE THEIR RESPONSIBILITIES ADEQUATELY IN THIS BEHALF AND TOWARDS THIS PURPOSE. THE BOOK

RUNNING LEAD MANAGERS, BEING IDBI CAPITAL MARKETS & SECURITIES LIMITED, AXIS CAPITAL LIMITED AND SBI CAPITAL MARKETS LIMITED HAVE FURNISHED TO SEBI, A DUE DILIGENCE CERTIFICATE DATED MARCH 26, 2018 WHICH READS AS FOLLOWS:

WE, THE BOOK RUNNING LEAD MANAGERS TO THE ABOVE MENTIONED FORTHCOMING OFFER, STATE AND CONFIRM AS FOLLOWS:

1. **WE HAVE EXAMINED VARIOUS DOCUMENTS INCLUDING THOSE RELATING TO LITIGATION LIKE COMMERCIAL DISPUTES, PATENT DISPUTES, DISPUTES WITH COLLABORATORS, ETC. AND OTHER MATERIAL IN CONNECTION WITH THE FINALIZATION OF THE DRAFT RED HERRING PROSPECTUS DATED MARCH 26, 2018 PERTAINING TO THE SAID OFFER;**

2. **ON THE BASIS OF SUCH EXAMINATION AND THE DISCUSSIONS WITH THE COMPANY, ITS DIRECTORS AND OTHER OFFICERS, OTHER AGENCIES AND INDEPENDENT VERIFICATION OF THE STATEMENTS CONCERNING THE OBJECTS OF THE OFFER, PRICE JUSTIFICATION AND THE CONTENTS OF THE DOCUMENTS AND OTHER PAPERS FURNISHED BY THE COMPANY AND THE SELLING SHAREHOLDER;**

   WE CONFIRM THAT:

   A. **THE DRAFT RED HERRING PROSPECTUS FILED WITH SEBI IS IN CONFORMITY WITH THE DOCUMENTS, MATERIALS AND PAPERS RELEVANT TO THE OFFER;**

   B. **ALL THE LEGAL REQUIREMENTS RELATING TO THE OFFER AS ALSO THE REGULATIONS, GUIDELINES, INSTRUCTIONS, ETC. FRAMED/ISSUED BY THE SEBI, THE CENTRAL GOVERNMENT AND ANY OTHER COMPETENT AUTHORITY IN THIS BEHALF HAVE BEEN DULY COMPLIED WITH; AND**

   C. **THE DISCLOSURES MADE IN THE DRHP ARE TRUE, FAIR AND ADEQUATE TO ENABLE THE INVESTORS TO MAKE A WELL INFORMED DECISION AS TO THE INVESTMENT IN THE PROPOSED OFFER AND SUCH DISCLOSURES ARE IN ACCORDANCE WITH THE REQUIREMENTS OF THE COMPANIES ACT, 1956 (AS AMENDED AND REPLACED BY THE COMPANIES ACT, 2013, TO THE EXTENT IN FORCE), THE COMPANIES ACT, 2013, THE SECURITIES AND EXCHANGE BOARD OF INDIA (ISSUE OF CAPITAL AND DISCLOSURE REQUIREMENTS) REGULATIONS, 2009, AS AMENDED ("SEBI ICDR REGULATIONS") AND OTHER APPLICABLE LEGAL REQUIREMENTS.**

3. **WE CONFIRM THAT BESIDES OURSELVES ALL THE INTERMEDIARIES NAMED IN THE DRHP ARE REGISTERED WITH SEBI AND THAT TILL DATE SUCH REGISTRATION IS VALID.**

4. **WE HAVE SATISFIED OURSELVES ABOUT THE CAPABILITY OF THE UNDERWRITERS TO FULFIL THEIR UNDERWRITING COMMITMENTS. – <u>NOTED FOR COMPLIANCE</u>.**

5. **WE CERTIFY THAT WRITTEN CONSENT FROM THE PROMOTER HAS BEEN OBTAINED FOR INCLUSION OF ITS EQUITY SHARES AS PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN AND THE EQUITY SHARES PROPOSED TO FORM PART OF PROMOTER'S CONTRIBUTION SUBJECT TO LOCK-IN, SHALL NOT BE DISPOSED/SOLD/TRANSFERRED BY THE PROMOTER DURING THE PERIOD STARTING FROM THE DATE OF FILING THE DRAFT RED HERRING PROSPECTUS WITH SEBI TILL THE DATE OF COMMENCEMENT OF LOCK-IN PERIOD AS STATED IN THE DRAFT RED HERRING PROSPECTUS. – <u>COMPLIED WITH</u>.**

6. **WE CERTIFY THAT REGULATION 33 OF THE SEBI ICDR REGULATIONS, WHICH RELATES TO SPECIFIED SECURITIES INELIGIBLE FOR COMPUTATION OF PROMOTER'S CONTRIBUTION, HAS BEEN DULY COMPLIED WITH AND APPROPRIATE DISCLOSURES AS**

TO COMPLIANCE WITH THE SAID REGULATION HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS– <u>COMPLIED WITH AND NOTED FOR COMPLIANCE</u>.

7. **WE UNDERTAKE THAT SUB-REGULATION (4) OF REGULATION 32 AND CLAUSE (C) AND (D) OF SUB-REGULATION (2) OF REGULATION 8 OF THE SEBI ICDR REGULATIONS SHALL BE COMPLIED WITH. WE CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE RECEIVED AT LEAST ONE DAY BEFORE THE OPENING OF THE OFFER. WE UNDERTAKE THAT AUDITORS' CERTIFICATE TO THIS EFFECT SHALL BE DULY SUBMITTED TO SEBI. WE FURTHER CONFIRM THAT ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT PROMOTER'S CONTRIBUTION SHALL BE KEPT IN AN ESCROW ACCOUNT WITH A SCHEDULED COMMERCIAL BANK AND SHALL BE RELEASED TO THE COMPANY ALONG WITH THE PROCEEDS OF THE PUBLIC OFFER – <u>NOT APPLICABLE</u>.**

8. **WE CERTIFY THAT THE PROPOSED ACTIVITIES OF THE COMPANY FOR WHICH THE FUNDS ARE BEING RAISED IN THE PRESENT OFFER FALL WITHIN THE 'MAIN OBJECTS' LISTED IN THE OBJECT CLAUSE OF THE MEMORANDUM OF ASSOCIATION OR OTHER CHARTER OF THE COMPANY AND THAT THE ACTIVITIES WHICH HAVE BEEN CARRIED OUT UNTIL NOW ARE VALID IN TERMS OF THE OBJECT CLAUSE OF ITS MEMORANDUM OF ASSOCIATION. – <u>COMPLIED WITH TO THE EXTENT APPLICABLE.</u>**

9. **WE CONFIRM THAT NECESSARY ARRANGEMENTS HAVE BEEN MADE TO ENSURE THAT THE MONEYS RECEIVED PURSUANT TO THIS OFFER ARE KEPT IN A SEPARATE BANK ACCOUNT AS PER THE PROVISIONS OF SUB-SECTION (3) OF SECTION 73 OF THE COMPANIES ACT, 1956 AND THAT SUCH MONEYS SHALL BE RELEASED BY THE SAID BANK ONLY AFTER PERMISSION IS OBTAINED FROM ALL THE STOCK EXCHANGES MENTIONED IN THE PROSPECTUS. WE FURTHER CONFIRM THAT THE AGREEMENT ENTERED INTO BETWEEN THE BANKERS TO THE OFFER, THE COMPANY AND THE SELLING SHAREHOLDER SPECIFICALLY CONTAINS THIS CONDITION. – <u>NOTED FOR COMPLIANCE.</u> <u>ALL MONIES RECEIVED OUT OF THE OFFER SHALL BE CREDITED/TRANSFERRED TO A SEPARATE BANK ACCOUNT AS REFERRED TO IN SUB-SECTION (3) OF SECTION 40 OF THE COMPANIES ACT, 2013.</u>**

10. **WE CERTIFY THAT A DISCLOSURE HAS BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS THAT THE INVESTORS SHALL BE GIVEN AN OPTION TO GET THE SHARES IN DEMAT OR PHYSICAL MODE. – <u>NOT APPLICABLE. UNDER SECTION 29 OF THE COMPANIES ACT, 2013, THE EQUITY SHARES IN THE OFFER ARE TO BE ISSUED ONLY IN DEMATERIALISED FORM.</u>**

11. **WE CERTIFY THAT ALL THE APPLICABLE DISCLOSURES MANDATED IN THE SEBI ICDR REGULATIONS HAVE BEEN MADE IN ADDITION TO DISCLOSURES WHICH, IN OUR VIEW, ARE FAIR AND ADEQUATE TO ENABLE THE INVESTOR TO MAKE A WELL INFORMED DECISION.**

12. **WE CERTIFY THAT THE FOLLOWING DISCLOSURES HAVE BEEN MADE IN THE DRAFT RED HERRING PROSPECTUS:**

    a. **AN UNDERTAKING FROM THE COMPANY THAT AT ANY GIVEN TIME, THERE SHALL BE ONLY ONE DENOMINATION FOR THE EQUITY SHARES OF THE COMPANY; AND**

    b. **AN UNDERTAKING FROM THE COMPANY THAT IT SHALL COMPLY WITH SUCH DISCLOSURE AND ACCOUNTING NORMS SPECIFIED BY SEBI FROM TIME TO TIME.**

13. **WE UNDERTAKE TO COMPLY WITH THE REGULATIONS PERTAINING TO ADVERTISEMENT IN TERMS OF THE SEBI ICDR REGULATIONS WHILE MAKING THE OFFER. – NOTED FOR COMPLIANCE.**

14. **WE ENCLOSE A NOTE EXPLAINING HOW THE PROCESS OF DUE DILIGENCE HAS BEEN EXERCISED BY US IN VIEW OF THE NATURE OF CURRENT BUSINESS BACKGROUND OF THE COMPANY, SITUATION AT WHICH THE PROPOSED BUSINESS STANDS, THE RISK FACTORS, PROMOTER'S EXPERIENCE, ETC.**

15. **WE ENCLOSE A CHECKLIST CONFIRMING REGULATION-WISE COMPLIANCE WITH THE APPLICABLE PROVISIONS OF THE SEBI ICDR REGULATIONS CONTAINING DETAILS SUCH AS THE REGULATION NUMBER, ITS TEXT, THE STATUS OF COMPLIANCE, PAGE NUMBER OF THE DRAFT RED HERRING PROSPECTUS WHERE THE REGULATION HAS BEEN COMPLIED WITH AND OUR COMMENTS, IF ANY.**

16. **WE ENCLOSE A STATEMENT ON 'PRICE INFORMATION OF PAST ISSUES HANDLED BY THE MERCHANT BANKERS BELOW (WHO IS RESPONSIBLE FOR PRICING THIS OFFER)', AS PER FORMAT SPECIFIED BY SEBI THROUGH CIRCULAR.**

17. **WE CERTIFY THAT PROFITS FROM RELATED PARTY TRANSACTIONS HAVE ARISEN FROM LEGITIMATE BUSINESS TRANSACTIONS. – COMPLIED WITH TO THE EXTENT OF THE RELATED PARTY TRANSACTIONS OF THE COMPANY, IN ACCORDANCE WITH ACCOUNTING STANDARD 18/IND AS 24 AND INCLUDED IN THE DRAFT RED HERRING PROSPECTUS.**

18. **WE CERTIFY THAT THE ENTITY IS ELIGIBLE UNDER REGULATION 106Y (1) (A) OR (B) (AS THE CASE MAY BE) TO LIST ON THE INSTITUTIONAL TRADING PLATFORM, UNDER CHAPTER XC OF THESE REGULATIONS. (IF APPLICABLE). NOT APPLICABLE.**

THE FILING OF THIS DRAFT RED HERRING PROSPECTUS DOES NOT, HOWEVER, ABSOLVE ANY PERSON WHO HAS AUTHORISED THE OFFER OF THIS DRAFT RED HERRING PROSPECTUS FROM ANY LIABILITIES UNDER SECTION 34 OR SECTION 36 OF COMPANIES ACT, 2013, OR FROM THE REQUIREMENT OF OBTAINING SUCH STATUTORY AND/OR OTHER CLEARANCES AS MAY BE REQUIRED FOR THE PURPOSE OF THE PROPOSED OFFER. SEBI FURTHER RESERVES THE RIGHT TO TAKE UP AT ANY POINT OF TIME, WITH THE BRLMs, ANY IRREGULARITIES OR LAPSES IN THIS DRAFT RED HERRING PROSPECTUS.

All legal requirements pertaining to this Offer will be complied with at the time of filing of the Red Herring Prospectus with the RoC in terms of Section 32 of the Companies Act, 2013. All legal requirements pertaining to the Offer will be complied with at the time of registration of the Prospectus with the RoC in terms of Sections 26, 30, 32, 33(1) and 33(2) of the Companies Act, 2013.

Price information of past issues handled by the BRLMs

A. IDBI Capital Markets & Securities Limited

1. Price information of past issues handled by IDBI Capital Markets & Securities Limited during current financial year and two financial years preceding the current financial year:

Sr. No.	Issue Name	Issue Size (in Rs. Million)	Issue Price (Rs.)	Listing Date	Opening price on listing date	+/- % change in closing price, [+/- % change in closing benchmark] - 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark] - 90th calendar	+/- % change in closing price, [+/- % change in closing benchmark] - 180th calendar days from listing

							days from listing	
1.	Bharat Dynamics Limited	9,527.88	428.00(2)	March 23, 2018	370.00	N.A.	N.A.	N.A.
2.	Security and Intelligence Services (India) Limited	7,795.30	815.00	August 10, 2017	879.00	-3.29% (+1.17%)	3.14% (5.40%)	+39.12% (+8.62%)
3.	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% (+5.84%)	+128.86% (+2.26%)	+146.71% (+10.61%)
4.	Housing and Urban Development Corporation Limited	12,095.70	60.00(1)	May 19, 2017	73.00	+13.17% (+2.44%)	+34.67% (+4.98%)	+35.67% (+8.05%)
5.	MEP Infrastructure Developers Limited	3,240.00	63.00	May 06, 2015	65.00	-15.71% (+0.42%)	-8.57% (+5.51%)	-13.49% (-0.57%)

(1): Price for retail individual bidders bidding in the retail portion and to eligible employees was INR 58.00 per equity share
(2): Price for retail individual *bidders bidding in the retail portion and to eligible employees was INR 418.00 per equity share*
N.A: Not Available

Notes:
a. Source: www.nseindia.com for the price information
b. Wherever 30th/ 90th/ 180th calendar day from listing day is a holiday, the closing data of the next trading day has been considered.
c. The Nifty 50 index is considered as the benchmark index.

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by IDBI Capital:

Fiscal Year	**Total no. of IPOs**	**Total amount of funds raised (Rs. Million.)**	**No. of IPOs trading at discount - 30th calendar days from listing**			**No. of IPOs trading at premium - 30th calendar days from listing**			**No. of IPOs trading at discount - 180th calendar days from listing**			**No. of IPOs trading at premium - 180th calendar days from listing**		
			Over 50%	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**	**Over 50%**	**Between 25-50%**	**Less than 25%**
2017 - date of this date of DRHP *	4	34658.79	-	-	1	1	-	1	-	-	-	1	2	-
2016-17	-	-	-	-	-	-	-	-	-	-	-	-	-	-
2015-16	1	3,240.00	-	-	1	-	-	-	-	-	1	-	-	-

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year

B. Axis Capital Limited

1. *Price information of past issues(during current financial year and two financial years preceding the current financial year) handled by Axis Capital Limited*

Sr. No.	Issue name	Issue size (₹ millions)	Issue price(₹)	Listing date	Opening price on listing date (in ₹)	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Aster DM Healthcare Limited	9801.00	190.00	26-Feb-18	183.00	-	-	-
2	Khadim India Limited	5,430.57	750.00	14-Nov-17	730.00	-10.40%,[+0.06%]	-6.47%, [+3.47%]	-
3	The New India Assurance Company Limited	18,933.96	800$	13-Nov-17	750.00	-27.91%,[+0.15%]	-7.81%, [+3.08%]	-
4	Mahindra Logistics Limited	8,288.84	429^	10-Nov-17	429.00	+2.49%,[0.00%]	+9.48%,[+1.50%]	-
5	Reliance Nippon Life Asset Management Limited	15,422.40	252	06-Nov-17	295.90	+3.61%[-3.19%]	+8.12%,[+2.05%]	-
6	General Insurance Corporation of India	111,758.43	912@	25-Oct-17	850.00	-12.92%,[+0.52%]	-13.95%,[+6.52%]	-
7	Indian Energy Exchange Limited	10,007.26	1650	23-Oct-17	1,500.00	-8.15%,[+1.39%]	-1.95%,[+7.67%]	-
8	Godrej Agrovet Limited	11,573.12#	460	16-Oct-17	615.60	+14.96%,[-0.43%]	+35.66%,[+4.99%]	-
9	SBI Life Insurance Company Limited	83,887.29	700*	03-Oct-17	735.00	-7.56%,[5.89%]	-0.07%,[+5.84%]	-
10	Capacit'e Infraprojects Limited	4,000	250	25-Sep-17	399.00	+36.30%,[+3.39%]	+57.42%,[+6.67%]	+18.08,[+1.27%]

Source: www.nseindia.com
Offer Price was ₹ 632.00 per equity share to Eligible Employees
#Company has undertaken a Pre-Ipo Placement aggregating to ₹84.88 Million. The size of the fresh issue as disclosed in the draft red herring prospectus dated July 18, 2017, being ₹3,000.00 Million, has been reduced accordingly.
@Offer Price was ₹ 855.00 per equity share to Retail Individual Bidders and Eligible Employees
^Offer Price was ₹ 387.00 per equity share to Eligible Employees
$Offer Price was ₹ 770.00 per equity share to Retail Individual Bidders and Eligible Employees

Notes:
a. *Issue Size derived from Prospectus/final post issue reports, as available.*
b. *The CNX NIFTY is considered as the Benchmark Index.*
c. *Price on NSE is considered for all of the above calculations.*
d. *In case 30th/90th/180th day is not a trading day, closing price on NSE of the next trading day has been considered.*
e. *Since 30 calendar days, 90 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.*

2. *Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by Axis Capital*

Financial Year	Total no. of IPOs	Total funds raised (₹ in Millions)	Nos. of IPOs trading at discount on as on 30th calendar days from listing date			Nos. of IPOs trading at premium on as on 30th calendar days from listing date			Nos. of IPOs trading at discount as on 180th calendar days from listing date			Nos. of IPOs trading at premium as on 180th calendar days from listing date		
			Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%	Over 50%	Between 25%-50%	Less than 25%
2017-2018*	16	329,571.86	-	1	7	1	2	4	-	2	-	2	2	1
2016-2017	10	111,377.80	-	-	1	4	2	3	-	-	-	7	1	2
2015-2016	8	60,375.66	0	0	3	0	4	1	0	0	3	1	2	2

** The information is as on the date of the document*
The information for each of the financial years is based on issues listed during such financial year.

Note: Since 30 calendar days and 180 calendar days, as applicable, from listing date has not elapsed for few of the above issues, data for same is not available.

C. SBI Capital Markets Limited

1. Price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI CAP:

Sr. No.	Issue Name	Issue Size (Rs. Mn.)	Issue Price (Rs.)	Listing Date	Opening Price on Listing Date	+/- % change in closing price, [+/- % change in closing benchmark]- 30th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 90th calendar days from listing	+/- % change in closing price, [+/- % change in closing benchmark]- 180th calendar days from listing
1	Bharat Dynamics Limited[4]	9,527.88	428.00	March 23, 2018	370.00	NA	NA	NA
2	H.G. Infra Engineering Limited	4620.00	270.00	March 09, 2018	270.00	NA	NA	NA
3	Amber Enterprises India Limited[5]	5,995.99	859.00	January 30, 2018	1,180.00	+27.40% [-5.13%]	NA	NA
4	Reliance Nippon Life Asset Management Limited	15,422.40	252.00	November 06, 2017	295.90	+3.61% [-3.19%]	+8.12% [+2.05%]	NA
5	SBI Life Insurance Company Limited[6]	83,887.29	700.00	October 3, 2017	735.00	-7.56% [+5.89%]	-0.07% [+4.56%]	NA
6	Cochin Shipyard Limited[7]	14,429.30	432.00	August 11, 2017	435.00	+30.24% [+2.14%]	+30.51% [+6.42%]	+20.02% [+9.55%]
7	Security and Intelligence Services (India) Limited	7,795.80	815.00	August 10, 2017	879.80	-3.29% [+1.17%]	+3.14% [+5.40%]	+39.12% [+8.62%]
8	Central Depository Services (India) Limited	5,239.91	149.00	June 30, 2017	250.00	+127.92% [+5.84%]	+128.86% [+2.26%]	+146.71% [+10.61%]
9	Housing and Urban Development Corporation Limited	12,095.70	60.00	May 19, 2017	73.45	+13.08% [+2.78%]	+34.58% [+4.29%]	+35.75 [8.13%]
10	Avenue Supermarts Limited	18,700.00	299.00	March 21, 2017	604.40	+145.03% [-0.50%]	+165.17% [+6.19%]	+264.26% [+9.97%]

Source: www.nseindia.com, www.bseindia.com

***Notes**:*

1. The 30th, 90th and 180th calendar day computation includes the listing day. If either of the 30th, 90th or 180th calendar days is a trading holiday, the next trading day is considered for the computation. We have taken the issue price to calculate the % change in closing price as on 30th, 90th and 180th day. We have taken the closing price of the applicable benchmark index as on the listing day to calculate the % change in closing price of the benchmark as on 30th, 90th and 180th day.

2. The designated exchange for the issue has been considered for the price, benchmark index and other details.
3. The number of Issues in Table-1 is restricted to 10.
4. Employee Discount and Retail Discount of Rs.10 per Equity Share to the Offer Price
5. Employee Discount of Rs.85 per Equity Share to the Offer Price
6. Offer Price was Rs. 632.00 per equity share to Eligible Employee
7. Employee Discount and Retail Discount of Rs.21 per Equity Share to the Offer Price

2. Summary statement of price information of past issues (during current financial year and two financial years preceding the current financial year) handled by SBI CAP:

Financial Year	Total no. of IPOs	Total amount of funds raised (Rs. Mn.)	No. of IPOs trading at discount - 30th calendar days from listing			No. of IPOs trading at premium - 30th calendar days from listing			No. of IPOs trading at discount - 180th calendar days from listing			No. of IPOs trading at premium - 180th calendar days from listing		
			Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50%	Less than 25%	Over 50%	Between 25-50 %	Less than 25%
2017-18	9	159,014.27	-	-	2	1	2	2	-	-	-	1	2	1
2016-17	7	129,691.00	-	-	3	1	1	2	-	1	1	2	2	1
2015-16*	4	18,163.78	-	-	1	-	-	3	-	-	2	1	-	1

** Based on issue closure date*

Track record of past issues handled by the BRLMs

For details regarding the track record of the BRLMs, as specified in circular reference CIR/MIRSD/1/2012 dated January 10, 2012, issued by SEBI, kindly refer to the websites of the BRLMs, as set forth in the table below:

Sr. No.	Name of BRLM	Website
1.	IDBI Capital Markets & Securities Limited	www.idbicapital.com
2.	Axis Capital Limited	www.axiscapital.co.in
3.	SBI Capital Markets Limited	www.sbicaps.com

Disclaimer from our Company, the Selling Shareholder, our Directors and the BRLMs

Our Company, the Selling Shareholder, our Directors and the BRLMs accept no responsibility for statements made otherwise than in this Draft Red Herring Prospectus or in the advertisements or any other material issued by or at our Company's or the Selling Shareholder's instance. Anyone placing reliance on any other source of information, including our Company's website www.ircon.org or the respective websites of our affiliates, or Group Companies would be doing so at his or her own risk.

Caution

The BRLMs accept no responsibility, save to the limited extent as provided in the Offer Agreement entered between the Selling Shareholder, our Company and the BRLMs and the Underwriting Agreement to be entered into between the Selling Shareholder, our Company and the Underwriters.

All information shall be made available by our Company, the Selling Shareholder and the BRLMs to the public and Bidders at large and no selective or additional information would be made available for a section of the Bidders in any manner whatsoever, including at road show presentations, in research or sales reports, at the Bidding Centres or elsewhere.

The Selling Shareholder, our Company, or any of the Syndicate are not liable for any failure in uploading the Bids due to faults in any software/ hardware system or otherwise.

Bidders will be required to confirm and will be deemed to have represented to the Selling Shareholder, our Company, Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives that they are eligible under all applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares and that they shall not issue, sell, pledge, or transfer the Equity Shares to any person who is not eligible under any applicable laws, rules, regulations, guidelines and approvals to acquire the Offered Shares. The Selling Shareholder, our Company, the Underwriters and their respective directors (as applicable), officers, agents, affiliates and representatives accept no responsibility or liability for advising any investor on whether such investor is eligible to acquire the Equity Shares.

The BRLMs and their respective associates and affiliates may engage in transactions with and perform services for our Company, the Selling Shareholder, Group Companies, or their respective affiliates or associates or third parties in the ordinary course of business and have engaged, or may in the future engage, in commercial banking and investment banking transactions with our Company, Selling Shareholder, Group Companies or their respective directors (as applicable), affiliates or associates, for which they have received and may in the future receive compensation.

Disclaimer in respect of Jurisdiction

This Offer is being made in India to persons resident in India (including Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, as amended, HUFs, companies, corporate bodies and societies registered under the applicable laws in India and authorised to invest in shares, domestic Mutual Funds, Indian financial institutions, commercial banks, regional rural banks, co-operative banks (subject to permission from RBI), or trusts under applicable trust law and who are authorised under their respective constitutions to hold and invest in shares, public financial institutions as specified in Section 2(72) of the Companies Act, 2013, multilateral and bilateral development financial institutions, state industrial development corporations, insurance companies registered with IRDA, provident funds (subject to applicable law) with minimum corpus of ₹ 250 million and pension funds with minimum corpus of ₹ 250 million, National Investment Fund, insurance funds set up and managed by army, navy or air force of Union of India, insurance funds set up and managed by the Department of Posts, GoI and permitted Non-Residents including FPIs, FIIs and Eligible NRI Bidders, AIFs, FVCIs and other eligible foreign investors, if any, provided that they are eligible under all applicable laws and regulations to purchase the Offered Shares. Any dispute arising out of this Offer will be subject to the jurisdiction of appropriate court(s) at New Delhi, India only.

No action has been, or will be, taken to permit a public offering in any jurisdiction where action would be required for that purpose, except that this Draft Red Herring Prospectus has been filed with SEBI for its observations. Accordingly, the Equity Shares represented thereby may not be offered or sold, directly or indirectly, and this Draft Red Herring Prospectus may not be distributed, in any jurisdiction, except in accordance with the legal requirements applicable in such jurisdiction.

Neither the delivery of this Draft Red Herring Prospectus nor any sale hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of our Company since the date hereof or that the information contained herein is correct as of any time subsequent to this date.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as — QIBs) pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

Until the expiry of 40 days after the commencement of the Offer, an offer or sale of Equity Shares within the United States by a dealer (whether or not it is participating in the Offer) may violate the registration requirements of the U.S.

Securities Act unless made pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act and in accordance with applicable state securities laws.

Equity Shares Offered and Sold within the United States

Each purchaser that is acquiring the Equity Shares offered pursuant to the Offer within the United States, by its acceptance of the Draft Red Herring Prospectus and of the Equity Shares, will be deemed to have acknowledged, represented to and agreed with the Company, the Selling Shareholders and the BRLMs that it has received a copy of the Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1) the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to the Offer in compliance with all applicable laws and regulations;

2) the purchaser acknowledges that the Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or any other jurisdiction of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act;

3) the purchaser (i) is a U.S. QIB, (ii) is aware that the sale to it is being made in a transaction exempt from, or not subject to, the registration requirements of the U.S. Securities Act, and (iii) is acquiring such Equity Shares for its own account or for the account of one or more U.S. QIBs with respect to which it exercises sole investment discretion;

4) the purchaser is not an affiliate of the Company or a person acting on behalf of an affiliate;

5) if, in the future, the purchaser decides to offer, resell, pledge or otherwise transfer such Equity Shares, or any economic interest therein, such Equity Shares or any economic interest therein may be offered, sold, pledged or otherwise transferred only (A) (i) to a person whom the beneficial owner and/or any person acting on its behalf reasonably believes is a U.S. QIB in a transaction meeting the requirements of Rule 144A under the U.S. Securities Act, (ii) in an offshore transaction complying with Rule 903 or Rule 904 of Regulation S under the U.S. Securities Act, (iii) pursuant to an exemption from registration under the U.S. Securities Act provided by Rule 144 thereunder (if available), or (iv) pursuant to another available exemption from the registration requirements under the U.S. Securities Act and (B) in each case in accordance with all applicable laws, including the securities laws of the States of the United States. The purchaser understands that the transfer restrictions will remain in effect until the Company determines, in its sole discretion, to remove them;

6) the Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act and no representation is made as to the availability of the exemption provided by Rule 144 for resales of any such Equity Shares;

7) the purchaser will not deposit or cause to be deposited such Equity Shares into any depositary receipt facility established or maintained by a depositary bank other than a Rule 144A restricted depositary 349 receipt facility, so long as such Equity Shares are "restricted securities" within the meaning of Rule 144(a)(3) under the U.S. Securities Act;

8) the purchaser is not acquiring the Equity Shares as a result of any form of "general solicitation" or "general advertising" (within the meaning of Rule 502(c) of Regulation D under the U.S. Securities Act);

   the purchaser understands that such Equity Shares (to the extent they are in certificated form), unless the Company determines otherwise in accordance with applicable law, will bear a legend substantially to the following effect:

"THE EQUITY SHARES REPRESENTED HEREBY HAVE NOT BEEN AND WILL NOT BE REGISTERED UNDER THE U.S. SECURITIES ACT OF 1933, AS AMENDED (THE "U.S. SECURITIES ACT") OR WITH ANY SECURITIES REGULATORY AUTHORITY OF ANY STATE OR OTHER JURISDICTION OF THE UNITED STATES AND MAY NOT BE OFFERED, SOLD, PLEDGED OR

OTHERWISE TRANSFERRED EXCEPT (1) TO A PERSON WHOM THE SELLER OR ANY PERSON ACTING ON ITS BEHALF REASONABLY BELIEVES IS A QUALIFIED INSTITUTIONAL BUYER WITHIN THE MEANING OF RULE 144A IN A TRANSACTION MEETING THE REQUIREMENTS OF RULE 144A UNDER THE U.S. SECURITIES ACT, (2) IN AN OFFSHORE TRANSACTION COMPLYING WITH RULE 903 OR RULE 904 OF REGULATION S UNDER THE U.S. SECURITIES ACT, (3) PURSUANT TO AN EXEMPTION FROM REGISTRATION UNDER THE U.S. SECURITIES ACT PROVIDED BY RULE 144 THEREUNDER (IF AVAILABLE), OR (4) PURSUANT TO ANOTHER AVAILABLE EXEMPTION FROM THE REGISTRATION REQUIREMENTS UNDER THE U.S. SECURITIES ACT, IN EACH CASE IN ACCORDANCE WITH ANY APPLICABLE SECURITIES LAWS OF ANY STATE OF THE UNITED STATES. NO REPRESENTATION CAN BE MADE AS TO THE AVAILABILITY OF THE EXEMPTION PROVIDED BY RULE 144 UNDER THE U.S. SECURITIES ACT FOR RESALES OF THE EQUITY SHARES. NOTWITHSTANDING ANYTHING TO THE CONTRARY IN THE FOREGOING, THE EQUITY SHARES MAY NOT BE DEPOSITED INTO ANY UNRESTRICTED DEPOSITARY RECEIPT FACILITY IN RESPECT OF THE EQUITY SHARES ESTABLISHED OR MAINTAINED BY A DEPOSITARY BANK."

9) the Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

10) the purchaser acknowledges that the Company, the Selling Shareholders, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify the Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

All other Equity Shares Offered and Sold in this Offer

Each purchaser that is acquiring the Equity Shares offered pursuant to this Offer outside the United States, by its acceptance of the Draft Red Herring Prospectus and of the Equity Shares offered pursuant to this Offer, will be deemed to have acknowledged, represented to and agreed with our Company and the BRLMs that it has received a copy of the Draft Red Herring Prospectus and such other information as it deems necessary to make an informed investment decision and that:

1) the purchaser is authorized to consummate the purchase of the Equity Shares offered pursuant to this Offer in compliance with all applicable laws and regulations;

2) the purchaser acknowledges that the Equity Shares offered pursuant to this Offer have not been and will not be registered under the Securities Act or with any securities regulatory authority of any state of the United States and accordingly may not be offered or sold within the United States except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the Securities Act;

3) the purchaser is purchasing the Equity Shares offered pursuant to this Offer in an offshore transaction meeting the requirements of Rule 903 of Regulation S under the Securities Act;

4) the purchaser and the person, if any, for whose account or benefit the purchaser is acquiring the Equity Shares offered pursuant to this Offer, was located outside the United States at the time (i) the offer was made to it and (ii) when the buy order for such Equity Shares was originated and continues to be located outside the United States and has not purchased such Equity Shares for the account or benefit of any person in the United Sates or entered into any arrangement for the transfer of such Equity Shares or any economic interest therein to any person in the United States;

5) the purchaser is not an affiliate of our Company or a person acting on behalf of an affiliate;

6) the purchaser is not acquiring the Equity Shares as a result of any "directed selling efforts" (within the meaning of Rule 902(c) of Regulation S under the Securities Act);

7) our Company will not recognize any offer, sale, pledge or other transfer of such Equity Shares made other than in compliance with the above-stated restrictions; and

8) the purchaser acknowledges that our Company, the BRLMs, their respective affiliates and others will rely upon the truth and accuracy of the foregoing acknowledgements, representations and agreements and agrees that, if any of such acknowledgements, representations and agreements deemed to have been made by virtue of its purchase of such Equity Shares are no longer accurate, it will promptly notify our Company, and if it is acquiring any of such Equity Shares as a fiduciary or agent for one or more accounts, it represents that it has sole investment discretion with respect to each such account and that it has full power to make the foregoing acknowledgements, representations and agreements on behalf of such account.

Disclaimer Clause of BSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the BSE. The disclaimer clause as intimated by BSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Disclaimer Clause of NSE

As required, a copy of this Draft Red Herring Prospectus shall be submitted to the NSE. The disclaimer clause as intimated by NSE to our Company, post scrutiny of this Draft Red Herring Prospectus, shall be included in the Red Herring Prospectus prior to its filing with the RoC.

Filing

A copy of this Draft Red Herring Prospectus has been filed with SEBI at the Securities and Exchange Board of India, Plot number C4-A, "G" Block, Bandra Kurla Complex, Bandra (East), Mumbai 400 051, India and shall be simultaneously filed online through SEBI Intermediary Portal at https://siportal.sebi.gov.in..

A copy of the Red Herring Prospectus, along with the documents required to be filed under Section 32 of the Companies Act, 2013 will be delivered for registration to the RoC and a copy of the Prospectus to be filed under Section 26 of the Companies Act, 2013 will be delivered for registration to the RoC situated at the address mentioned below:

Registrar of Companies

Our Company is registered with the Registrar of Companies, National Capital Territory of Delhi & Haryana, situated at 4th Floor, IFCI Tower, 61, Nehru Place, New Delhi 110 019, India.

Listing

The Equity Shares are proposed to be listed on the BSE and the NSE. Applications will be made to the Stock Exchanges for permission to deal in and for an official quotation of the Equity Shares to be issued and sold in the Offer. The [●] will be the Designated Stock Exchange with which the Basis of Allotment will be finalised.

If the permissions to deal in, and for an official quotation of, the Equity Shares are not granted by any of the Stock Exchanges mentioned above, our Company and the Selling Shareholder will forthwith unblock, all monies in the ASBA Accounts of the Applicants in pursuance of the Red Herring Prospectus, in accordance with applicable law.

Our Company shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares at the Stock Exchanges are taken within six Working Days from the Bid/ Offer Closing Date or within such other period as may be prescribed. The Selling Shareholder confirms that it shall extend complete co-operation required by our Company and the BRLMs for the completion of the necessary formalities for listing of the Equity Shares and commencement of trading of the Equity Shares on the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date, or such other period as may be prescribed.

Consents

Consents in writing of (a) the Selling Shareholder, our Directors, our Chief Financial Officer, our Company Secretary and Compliance Officer, the BRLMs, CRISIL, legal counsels, bankers to our Company and our Statutory Auditor have been obtained; and consents in writing of (b) the Registrar to the Offer, Syndicate Members and the Banker(s) to the Offer will be obtained and filed along with a copy of the Red Herring Prospectus with the RoC as required under Sections 26 and 32 of the Companies Act, 2013. Further, consents received prior to filing of this Draft Red Herring Prospectus have not been withdrawn up to the time of delivery of this Draft Red Herring Prospectus with SEBI.

Expert to the Offer

Except as stated below, our Company has not obtained any expert opinions:

As re under Section 26(1)(a)(v) of the Companies Act, 2013, our Company has received written consent from our Statutory Auditor, namely M/s. K.G. Somani & Co., Chartered Accountants, to include its name as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their (a) examination reports dated March 20, 2018 on the Restated Financial Statements; (b) report dated March 20, 2018 on the statement of possible tax benefits available for our Company and the Shareholders; and (c) the summary of significant differences between Indian GAAP and Ind AS, which have been included in this Draft Red Herring Prospectus.

We confirm that such consent has not been withdrawn as on the date of this Draft Red Herring Prospectus.

Offer related expenses

The total expenses of the Offer are estimated to be approximately ₹ [●] million. The expenses of the Offer include, among others, underwriting and management fees, selling commissions, printing and distribution expenses, legal counsel fees, statutory advertisement expenses, registrar and depository fees and listing fees.

All Offer related expenses shall be borne by the Selling Shareholder through the DIPAM. However, expenses in relation to: (i) the filing fees to SEBI; (ii) NSE/BSE charges for use of software for the book building; (iii) payments required to be made to Depository or the Depository Participants for transfer of shares to the beneficiaries account; and (iv) printing and stationery expenses, share be borne by the BRLMs. Payments, if any, made by our Company in relation to the Offer shall be on behalf of the Selling Shareholder and such payments will be reimbursed to our Company. For further details, see "*Objects of the Offer*" on page 113.

Fees Payable to the Syndicate

The total fees payable to the Syndicate (including underwriting commission and selling commission and reimbursement of their out-of-pocket expenses) will be as per the Syndicate Agreement, a copy of which will be available for inspection at our Registered and Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date. For details of the Offer related expenses, see *"Objects of the Offer"* on page 113.

Commission payable to SCSBs, Registered Brokers, RTAs and CDPs

For details of the commission payable to SCBS, Registered Brokers, RTAs and CDPs, see "*Objects of the Offer*" on page 113.

Fees Payable to the Registrar to the Offer

The fees payable to the Registrar to the Offer for processing of application, data entry, printing of Allotment Advice/refund order, preparation of refund data on magnetic tape, printing of bulk mailing register will be as per the Registrar Agreement, a copy of which will be available for inspection at our Registered and Corporate Office from 10.00 am to 4.00 pm on Working Days from the date of the Red Herring Prospectus until the Bid/ Offer Closing Date.

The Registrar to the Offer shall be reimbursed for all out-of-pocket expenses including cost of stationery, postage, stamp duty and communication expenses. Adequate funds will be provided to the Registrar to the Offer to enable it to send refund orders or Allotment advice by registered post/speed post/ordinary post.

Particulars in relation to public or rights issues by our Company during the last five years

Our Company has not made any public or rights issues of Equity Shares or of any debt instruments during the five years immediately preceding the date of this Draft Red Herring Prospectus.

Previous issues of securities otherwise than for cash

Except for as disclosed in *"Capital Structure"* on page 102, our Company has not issued Equity Shares for consideration other than cash.

Performance vis-à-vis objects

Our Company, our Subsidiaries, Associate Companies have not undertaken any previous public or rights issue in the last 10 years preceding the date of this Draft Red Herring Prospectus.

Underwriting commission, brokerage and selling commission paid on previous issues

Since this is an initial public offering of Equity Shares, no sum has been paid or has been payable as commission or brokerage for subscribing to or procuring or agreeing to procure subscription for any of the Equity Shares since our Company's incorporation.

Previous capital issue during the previous three years by listed group companies, subsidiaries and associates

Except as stated in the chapter *"Our Subsidiaries – Other confirmations – Listing"* on page 187, none of our Subsidiaries, our Group Companies and Associate Companies have undertaken capital issue in the last three years preceding the date of this Draft Red Herring Prospectus.

Outstanding debentures, bonds, or other instruments

Our Company does not have any outstanding debentures, bonds, or other instruments as on the date of this Draft Red Herring Prospectus.

Outstanding Preference Shares

Our Company has not issued any preference shares since our incorporation and hence there are no outstanding preference shares (including redeemable preference shares) as on the date of this Draft Red Herring Prospectus.

Partly Paid-up Shares

All our Equity Shares are fully paid-up and our Company does not have any partly paid-up Equity Shares as on the date of this Draft Red Herring Prospectus.

Stock Market Data of Equity Shares

This being an initial public offering of the Equity Shares of our Company, the Equity Shares are not listed on any stock exchange and accordingly, no stock market data is available for the Equity Shares.

Mechanism for Redressal of Investor Grievances

The Registrar Agreement will provide for retention of records with the Registrar to the Offer for a period of at least three years from the date of commencement of trading of the Equity Shares on the Stock Exchanges, to enable the investors to approach the Registrar to the Offer for redressal of their grievances.

Bidders may contact the BRLMs for any complaints pertaining to the Offer. All grievances relating to the ASBA process may be addressed to the Registrar to the Offer with a copy to the relevant Designated Intermediary with whom the ASBA Form was submitted. The Bidder should give full details such as name of the First or sole Bidder, ASBA Form number, Bidder DP ID, Client ID, PAN, date of submission of the ASBA Form, address of the Bidder, number of Offered Shares applied for, the name and address of the Designated Intermediary where the ASBA Form was submitted by the Bidder and the ASBA Account number in which the amount equivalent to the Bid Amount is blocked. Further, the investor shall also enclose the Acknowledgement Slip from the Designated Intermediaries in addition to the documents/information mentioned hereinabove. The Registrar to the Offer shall obtain the required information from the SCSBs for addressing any clarifications or grievances of Bidders.

The Selling Shareholder, our Company, the BRLMs and the Registrar to the Offer accept no responsibility for errors, omissions, commission or any acts of the Designated Intermediaries including any defaults in complying with its obligations under applicable SEBI ICDR Regulations.

Disposal of Investor Grievances by our Company

Our Company estimates that the average time required by our Company or the Registrar to the Offer when appointed, or the SCSB in case of Bidders, for the redressal of routine investor grievances shall be 10 Working Days from the date of receipt of the complaint. In case of non-routine complaints and complaints where external agencies are involved, our Company will seek to redress these complaints as expeditiously as possible.

Our Company has constituted a Stakeholders Relationship Committee comprising, [●], [●] and [●] as members. For further details of our Stakeholders Relationship Committee, see "*Our Management – Committees of our Board-Stakeholders' Relationship Committee*" on page 192.

Our Company has also appointed Ritu Arora, Company Secretary of our Company as the Compliance Officer for the Offer and she may be contacted in case of any pre- Offer or post- Offer related problems at the following address:

Ircon International Limited
Plot no. C - 4, District Centre
Saket
New Delhi -110017
Telephone: +91 11 2653 0456 / 2654 5265
Fax: +91 11 2652 2000 / 2685 4000
E-mail: cs@ircon.org

Disposal of investor grievances by listed group companies and companies under the same management within the meaning of Section 370(1B) of the Companies Act, 1956.

As on the date of this Draft Red Herring Prospectus, none of our Group Companies and companies under the same management as our Company within the meaning of Section 370(1B) of the Companies Act, 1956, are listed on any stock exchange. Accordingly, the requirement to disclose details of investor grievances by listed companies and companies under the same management as our Company, does not apply.

Our Company has not received any investor complaint during the three years preceding the date of filing of this Draft Red Herring Prospectus.

Changes in Auditors

Except as disclosed below, there has been no change in the statutory auditors of our Company during the last three years preceding the date of this Draft Red Herring Prospectus:

Name of Auditor	Financial Year	Date of Change	Reason
M/s. K.G. Somani & Co.	2016 – 2017	September 1, 2016	Appointment by the Office of the Comptroller and Auditor General

Name of Auditor	Financial Year	Date of Change	Reason
			of India *vide* letter dated September 1, 2016
M/s. V.K. Dhingra & Co.	2015 – 2016	March 18, 2016	Appointment by the Office of the Comptroller and Auditor General of India *vide* letter dated March 18, 2016
M/s. Vinod Kumar & Associates and M/s. T.R. Chadha & Co.	2014 – 2015	August 22, 2014	Appointment by the Office of the Comptroller and Auditor General of India *vide* letter dated August 22, 2014

Capitalisation of Reserves or Profits

Our Company has not capitalized its reserves or profits at any time during the last five years preceding the date of this Draft Red Herring Prospectus.

Revaluation of Assets

Our Company has not revalued its assets at any time during the five years preceding the date of this Draft Red Herring Prospectus.

SECTION VII – OFFER INFORMATION

TERMS OF THE OFFER

The Equity Shares being Allotted pursuant to this Offer are subject to the provisions of the Companies Act, the SCRA, SCRR, SEBI ICDR Regulations, our MoA and AoA, the terms of this Draft Red Herring Prospectus, the Red Herring Prospectus, the Prospectus, the abridged prospectus, ASBA Form, Revision Form, Allotment Advice, SEBI Listing Regulations and other terms and conditions as may be incorporated in the Allotment Advice and other documents or certificates that may be executed in respect of this Offer. The Equity Shares shall also be subject to all applicable laws, guidelines, rules, notifications and regulations relating to the offer of capital and listing and trading of securities issued from time to time by SEBI, GoI, the Stock Exchanges, RoC, RBI and/or other authorities, as in force and to the extent applicable or such other conditions as may be prescribed by such authorities while granting its approval for the Offer.

Ranking of the Offered Shares

The Equity Shares shall be subject to the provisions of the Companies Act, the Memorandum of Association and Articles of Association, SEBI Listing Regulations, and shall rank *pari passu* in all respects with the existing Equity Shares including rights in respect of dividend and other corporate benefits if any, declared by our Company after the date of Allotment. For further details, see "*Main Provisions of the Articles of Association*" on page 785.

Mode of Payment of Dividend

Our Company shall pay dividends, if declared, to the Shareholders of our Company as per the provisions of the Companies Act, 2013, the Memorandum of Association and Articles of Association, the SEBI Listing Regulations and other applicable law. All dividends, declared by our Company after the date of Allotment (pursuant to the Allotment of Offered Shares), will be payable to the Bidders who have been Allotted Offered Shares, in accordance with applicable law. For further details in relation to dividends, see "*Dividend Policy*" and "*Main Provisions of the Articles of Association*" on pages 229 and 785, respectively.

Face Value, Offer Price and Price Band

The face value of each Equity Share is ₹ 10 each. The Floor Price is ₹ [●] per Equity Share and the Cap Price is ₹ [●] per Equity Share. The Price Band, minimum Bid lot size, Retail Discount and Employee Discount, as applicable will be decided by our Company and the Selling Shareholder, in consultation with the BRLMs, and advertised in all newspapers wherein the Pre-Offer Advertisement will be published, at least five Working Days prior to the Bid/ Offer Opening Date and shall be made available to the Stock Exchanges for the purpose of uploading on their website. The Price Band, along with the relevant financial ratios calculated at the Floor Price and at the Cap Price, shall be pre-filled in the ASBA Forms available at the websites of the Stock Exchanges. The Offer Price shall be determined by our Company and the Selling Shareholder, in consultation with the BRLMs, after the Bid/ Offer Closing Date, on the basis of assessment of market demand for the Offered Shares by way of Book Building Process.

Retail Discount and Employee Discount

Retail Discount and Employee Discount of ₹ [●] per Equity Share and ₹ [●] per Equity Share to the Offer Price may be offered to the Retail Individual Bidders and the Eligible Employees bidding in the Employee Reservation Portion, respectively.

At any given point of time there shall be only one denomination of the Equity Shares.

Compliance with disclosure and accounting norms

Our Company shall comply with applicable disclosure and accounting norms as specified by SEBI from time to time.

Rights of the Equity Shareholders

Subject to applicable laws, rules, regulations and guidelines and the provisions of our Articles of Association, the equity shareholders of our Company shall have the following rights:

- The right to receive dividends, if declared;
- The right to attend general meetings and exercise voting powers, unless prohibited by law;
- The right to vote on a poll either in person or by proxy or "e-voting" in accordance with the provisions of the Companies Act;
- The right to receive offers for rights shares and be allotted bonus shares, if announced;
- The right to receive any surplus on liquidation subject to any statutory and other preferential claims being satisfied;
- The right to freely transfer their Equity Shares, subject to applicable laws; and
- Such other rights, as may be available to a shareholder of a listed public company under applicable law, including the Companies Act, 2013, the terms of the SEBI Listing Regulations, and the Memorandum of Association and Articles of Association.

For a detailed description of the main provisions of the Articles of Association relating to voting rights, dividend, forfeiture and lien, transfer and transmission, and/ or consolidation/ splitting, see "*Main Provisions of the Articles of Association*" on page 785.

Market Lot and Trading Lot

Pursuant to Section 29 of the Companies Act, 2013, the Equity Shares shall be allotted only in dematerialised form. As per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form. Accordingly, the following two agreements have been signed:

- Tripartite Agreement dated December 20, 2017 between NSDL, our Company and Registrar to the Offer; and
- Tripartite Agreement dated December 21, 2017 between CDSL, our Company and Registrar to the Offer.

The trading of our Equity Shares on the Stock Exchanges shall only be in dematerialised form, consequent to which, the tradable lot is one Equity Share. Allotment in the Offer will be only in electronic form in multiples of one Equity Share, subject to a minimum Allotment of [●] Equity Shares. For further details, see "*Offer Procedure – Part B – General Information Document for Investing in Public Issues - Allotment Procedure and Basis of Allotment*" on page 736.

Joint Holders

Subject to provisions contained in the Articles of Association, where two or more persons are registered as the holders of any Equity Share, they shall be deemed to hold such Equity Shares as joint tenants with benefits of survivorship.

Jurisdiction

The courts of New Delhi, India will have exclusive jurisdiction in relation to this Offer.

Nomination facility to Bidders

In accordance with section 72 of the Companies Act, 2013 the sole Bidder, or the first Bidder along with other joint Bidders, may nominate any one person in whom, in the event of the death of sole Bidder or in case of joint Bidders, death of all the Bidders, as the case may be, the Equity Shares Allotted, if any, shall vest. A person, being a nominee, entitled to the Equity Shares by reason of the death of the original holder(s), shall be entitled to the same advantages to which he or she would be entitled if he or she were the registered holder of the Equity Share(s). Where the nominee is a minor, the holder(s) may make a nomination to appoint, in the prescribed manner, any person to become entitled to equity share(s) in the event of his or her death during the minority. A nomination shall stand rescinded upon a sale/transfer/alienation of equity share(s) by the person nominating. A buyer will be entitled to make a fresh nomination in the manner prescribed. Fresh nomination can be made only on the prescribed form available on request at our Registered Office or to the registrar and transfer agents of our Company.

Any person who becomes a nominee by virtue of the provisions of section 72 of the Companies Act, 2013 shall upon the production of such evidence as may be required by the Board, elect either:

a. to register himself or herself as the holder of the Equity Shares; or
b. to make such transfer of the Equity Shares, as the deceased holder could have made.

Further, the Board may at any time give notice requiring any nominee to choose either to be registered himself or herself or to transfer the Equity Shares, and if the notice is not complied with within a period of 90 days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the Equity Shares, until the requirements of the notice have been complied with.

Since the Allotment will be made only in dematerialized mode there is no need to make a separate nomination with our Company. Nominations registered with respective depository participant of the Bidders would prevail. If the investor wants to change the nomination, they are requested to inform their respective depository participant.

Withdrawal of the Offer

Our Company and the Selling Shareholder, in consultation with the BRLMs, reserve the right not to proceed with the Offer after the Bid/ Offer Opening Date but before the Allotment. In such an event, our Company would issue a public notice in the newspapers in which the pre- Offer advertisements were published, within two days of the Bid/ Offer Closing Date or such other time as may be prescribed by SEBI, providing reasons for not proceeding with the Issue. The Registrar to the Offer, shall notify the SCSBs to unblock the bank accounts of the ASBA Bidders within one Working Day from the date of receipt of such notification. Our Company shall also inform the same to the Stock Exchanges on which Equity Shares are proposed to be listed.

Notwithstanding the foregoing, this Offer is also subject to obtaining (i) the final listing and trading approvals of the Stock Exchanges, which our Company shall apply for after Allotment and within six Working Days from the Bid/ Offer Closing Date or such other period as may be prescribed, and (ii) the final RoC approval of the Prospectus after it is filed with the RoC. If our Company and the Selling Shareholder withdraws the Offer after the Bid/ Issue Closing Date and thereafter determines that it will proceed with an issue/offer for sale of the Equity Shares, our Company shall file a fresh draft red herring prospectus with SEBI.

Bid/ Offer Programme

FOR ALL BIDDERS	**OFFER OPENS ON [●]**
FOR QIBs*	**OFFER CLOSES ON [●]**
FOR OTHER BIDDERS	**OFFER CLOSES ON [●]**

**The Selling Shareholder and our Company may, in consultation with the BRLMs, consider closing the Bid/ Offer Period for QIBs one day prior to the Bid/ Offer Closing Date in accordance with the SEBI ICDR Regulations.*

An indicative timetable in respect of the Offer is set out below:

Event	**Indicative Date**
Finalisation of Basis of Allotment with the Designated Stock Exchange	On or about [●]
Unblocking of funds from ASBA Account	On or about [●]
Credit of the Equity Shares to depository accounts of Allottees	On or about [●]
Commencement of trading of the Equity Shares on the Stock Exchanges	On or about [●]

The above timetable is indicative and does not constitute any obligation on our Company or the Selling Shareholder, or the BRLMs.

While the Selling Shareholder and our Company shall ensure that all steps for the completion of the necessary formalities for the listing and the commencement of trading of the Equity Shares on the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date or such period as may be prescribed, the timetable may change due to various factors, such as extension of the Bid/ Offer Period by the Selling Shareholder and our Company, revision of the Price Band or any delays in receiving the final listing and trading approval from the Stock Exchanges. The commencement of trading of the Equity Shares will be entirely at the discretion of the Stock Exchanges and in accordance with the applicable laws. The Selling Shareholder confirms that it shall extend complete co-operation required by our Company, the BRLMs for the completion of the necessary formalities for listing and commencement of trading of the Equity Shares on the Stock Exchanges within six Working Days from the Bid/ Offer Closing Date.

Submission of Bids:

Bid/ Offer Period (except the Bid/ Offer Closing Date)	
Submission and Revision in Bids	Only between 10.00 a.m. and 5.00 p.m. (Indian Standard Time ("IST")
Bid/ Offer Closing Date	
Submission and Revision in Bids	Only between 10.00 a.m. and 3.00 p.m. IST

On the Bid/ Offer Closing Date, the Bids shall be uploaded until:

i. 4.00 p.m. IST in case of Bids by QIBs and Non-Institutional Bidders, and

ii. until 5.00 p.m. IST or such extended time as permitted by the Stock Exchanges, in case of Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion.

On Bid/ Offer Closing Date, extension of time will be granted by Stock Exchanges only for uploading Bids received by Retail Individual Bidders after taking into account the total number of applications received and as reported by the BRLMs to the Stock Exchanges.

It is clarified that Bids not uploaded on the electronic bidding system or in respect of which the full Bid Amount is not blocked by SCSBs would be rejected.

In case of any discrepancy in the data entered in the electronic book vis-a-vis data contained in physical Bid – cum-Application Form, for a particular Bidder the details of the Bid file received from Stock Exchanges may be taken as final data for purposes of Allotment.

Due to limitation of time available for uploading the Bids on the Bid/ Offer Closing Date, Bidders are advised to submit their Bids one day prior to the Bid/ Offer Closing Date and in any case no later than 1.00 p.m. on the Bid/ Offer Closing Date. Any time mentioned in this Draft Red Herring Prospectus is in IST. Bidders are cautioned that, in the event a large number of Bids are received on the Bid/ Offer Closing Date, some Bids may not get uploaded due to lack of sufficient time. Such Bids that cannot be uploaded will not be considered for allocation under this Issue. Bids will be accepted only during Monday to Friday (excluding any public holiday). None among our Company, the Selling Shareholder, or any member of the Syndicate is liable for any failure in uploading the Bids due to faults in any software/hardware system or otherwise.

Our Company and the Selling Shareholder, in consultation with the BRLMs, reserve the right to revise the Price Band during the Bid/ Offer Period. The revision in the Price Band shall not exceed 20% on either side, i.e. the Floor Price can move up or down to the extent of 20% of the Floor Price and the Cap Price will be revised accordingly.

In case of revision in the Price Band, the Bid/ Offer Period shall be extended for at least three additional Working Days after such revision, subject to the Bid/ Offer Period not exceeding 10 Working Days. Any revision in Price Band, and the revised Bid/ Offer Period, if applicable, shall be widely disseminated by notification to the Stock Exchanges, by issuing a press release and also by indicating the change on the terminals

of the Syndicate Members. However, in case of revision in the Price Band, the Bid Lot shall remain the same. The requirements for minimum subscription are not applicable in case of the Offer for Sale

Minimum Subscription

The requirement for minimum subscription is not applicable to the Offer for Sale. However, if our Company does not make Allotment as specified under Rule 19(2)(b)(iii) of the SCRR), including devolvement of Underwriters, if any, within 60 days from the date of Bid/ Offer Closing Date, our Company and the Selling Shareholder shall forthwith refund the entire subscription amount received. If there is a delay beyond the prescribed time, our Company and the Selling Shareholder shall pay interest prescribed under the Companies Act, 2013, the SEBI ICDR Regulations and applicable law.

Further, our Company and the Selling Shareholder shall ensure that the number of prospective Allottees to whom the Equity Shares will be Allotted will be not less than 1,000 in compliance with Regulation 26(4) of the SEBI ICDR Regulations failing which the entire application money shall be unblocked in the respective ASBA Account of the Bidders.

Any expense incurred by our Company on behalf of the Selling Shareholder with regard to refunds, interest for delays, etc. for the Equity Shares being offered in the Offer will be reimbursed by the Selling Shareholder to our Company in proportion to the Equity Shares being offered for sale by the Selling Shareholder in the Offer.

Arrangements for Disposal of Odd Lots

Since our Equity Shares will be traded in dematerialised form only and the market lot for our Equity Shares will be one Equity Share, no arrangements for disposal of odd lots are required.

Restrictions, if any on Transfer and Transmission of Equity Shares

Except for the lock-in of the pre- Issue capital of our Company, Promoters' minimum contribution as provided in "*Capital Structure*" on page 102 and except as provided in the Articles of Association there are no restrictions on transfer of Equity Shares. Further, there are no restrictions on the transmission of shares/debentures and on their consolidation/splitting, except as provided in the Articles of Association. For details, see "*Main Provisions of Articles of Association*" on page 785.

Option to Receive Securities in Dematerialized Form

Pursuant to section 29 of the Companies Act, the Equity Shares in the Offer shall be allotted only in dematerialised form. Further, as per the SEBI ICDR Regulations, the trading of the Equity Shares shall only be in dematerialised form on the Stock Exchanges.

OFFER STRUCTURE

Initial public offering of up to 9,905,157 Equity Shares, including Employee Reservation Portion, through an Offer for Sale by the Selling Shareholder, for cash at a price of ₹ [●] per Equity Share (less Retail Discount and Employee Discount, as applicable) aggregating to ₹ [●] million, comprising a Net Offer of 9,405,157 Equity Shares and an Employee Reservation Portion of up to 500,000 Equity Shares. The Offer and the Net Offer shall constitute 10.53% and 10.00%, respectively, of the post-Offer paid-up Equity Share capital of our Company.

The Offer is being made through the Book Building Process.

Particulars	**Eligible Employees Bidding in the Employee Reservation Portion****	**QIBs**	**Non-Institutional Bidders**	**Retail Individual Bidders****
Number of Offered Shares available for Allotment/allocation(1)*	Up to 500,000 Equity Shares.	4,702,578 Equity Shares or the Net Offer less allocation to Non- Institutional Bidders and Retail Individual Bidders.	Not less than 1,410,774 Equity Shares or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 3,291,805 Equity Shares or the Net Offer, less allocation to QIB Bidders and Non-Institutional Bidders.
Percentage of Offer size available for Allotment/allocation	Upto [●]% of the Offer.	50% of the Net Offer shall be allocated to QIB Bidders, or the Net Offer less allocation to Non-Institutional Bidders and Retail Individual Bidders. However, 5% of the QIB Portion shall be available for allocation proportionately to Mutual Funds only. Mutual Funds participating in the 5% reservation in the QIB Portion will also be eligible for allocation in the remaining QIB Portion. The unsubscribed portion in the Mutual Fund reservation will be available for all QIBs in the QIBs Portion.	Not less than15% of the Net Offer or the Net Offer less allocation to QIB Bidders and Retail Individual Bidders.	Not less than 35% of the Net Offer or the Net Offer less allocation to QIB Bidders and Non-Institutional Bidders.
Basis of Allotment if respective category is oversubscribed*	Proportionate.	Proportionate as follows: [●] Equity Shares shall be available for allocation on a proportionate basis to	Proportionate.	Proportionate, subject to minimum Bid Lot. For further details, see "*Offer Procedure – Part B – General Information*

Particulars	Eligible Employees Bidding in the Employee Reservation Portion**	QIBs	Non-Institutional Bidders	Retail Individual Bidders**
		Mutual Funds only and [●] Equity Shares shall be available for allocation on a proportionate basis to all other QIBs, including Mutual Funds receiving Allocation as above.		*Document for Investing in Public Issues – Allotment Procedure and Basis of Allotment – Allotment to RIIs*" on page 736.
Minimum Bid	[●] Equity Shares and in multiples of [●] Equity Shares thereafter, such that the Bid Amount (net of Employee Discount, if any) does not exceed Rs. 500,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount exceeds ₹ 200,000.	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.
Maximum Bid	Such number of Equity Shares (in multiples of [●] Equity Shares)for which the Bid Amount does not exceed ₹ 500,000.(3)	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceeds the size of the Offer, subject to such limits as may be applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid does not exceeds the size of the Offer, subject to such limits as may be applicable to the Bidder.	Such number of Equity Shares in multiples of [●] Equity Shares so that the Bid Amount does not exceed ₹ 200,000.
Mode of Allotment	Compulsorily in dematerialised form.			
Bid Lot	[●] Equity Shares and in multiples of [●] Equity Shares thereafter.			
Allotment Lot	A minimum of [●] Equity Shares and thereafter in multiples of one Equity Share.			
Trading Lot	One Equity Share.			
Who can Apply(2)	Eligible Employees.	Mutual Funds, VCFs, AIFs, FVCIs, FPIs (other than Category III FPIs) public financial institution as defined in Section 2(72) of the Companies Act, 2013, a scheduled commercial bank, multilateral and bilateral development financial institution, state industrial development	Eligible NRI Bidders, Resident Indian individuals, HUFs (in the name of the Karta), companies, corporate bodies, scientific institutions, societies and trusts, sub-accounts of FIIs registered with SEBI, which are foreign corporates or foreign individuals and Category III FPIs.	Resident Indian individuals, HUFs (in the name of the Karta) and Eligible NRI Bidders.

Particulars	Eligible Employees Bidding in the Employee Reservation Portion**	QIBs	Non-Institutional Bidders	Retail Individual Bidders**
		corporation, insurance company registered with the IRDA, provident fund with minimum corpus of ₹ 250 million, pension fund with minimum corpus of ₹ 250 million, National Investment Fund set up by the GoI, insurance funds set up and managed by army, navy or air force of the Union of India and insurance funds set up, managed by the Department of Posts, India and systematically important non – banking financial companies.		
Terms of Payment	Full Bid Amount shall be blocked by the SCSBs in the bank account mentioned in the ASBA Form by the ASBA Bidder.			
Mode of Bidding	Only through the ASBA process.			

(1) *Subject to valid Bids being received at or above the Offer Price. The Offer is being made in terms of Rule 19(2)(b)(iii) of the Securities Contracts (Regulation) Rules, 1957, as amended ("SCRR") read with Regulation 41 of of the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009, as amended ("SEBI ICDR Regulations"), wherein at least 10% of the post-Offer paid-up Equity Share capital of our Company will be offered to the public. The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to Qualified Institutional Buyers ("QIB Portion"). Such number of Offered Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, subject to receipt of necessary approvals from the GoI, upto 500,000 Equity Shares may be offered for allocation and Allotment to the Eligible Employees Bidding in the Employee Reservation Portion, conditional upon valid Bids being received from them at or above the Offer Price.*

(2) *In the event that a Bid is submitted in joint names, the relevant Bidders should ensure that the depository account is also held in the same joint names and the names are in the same sequence in which they appear in the ASBA*

Form. The ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. The signature of only such First Bidder would be required in the ASBA Form and such First Bidder would be deemed to have signed on behalf of the joint holders. In case of an Eligible Employee submitting a Bid in joint names, the First Bidder shall be an Eligible Employee.

(3) *Eligible Employees Bidding in the Employee Reservation portion can Bid up to a Bid Amount of ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹ 200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000 (which shall be less the Employee Discount, if applicable). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation to Eligible Employees with Bid Amounts over ₹ 200,000 upto a maximum of ₹ 500,000), shall be added to the Net Offer. Subject to valid Bids being received at or above the Offer Price, under-subscription(if any) in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of our Company, in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories.*

* *Assuming full subscription in the Offer.*

** *The Selling Shareholder and our Company, in consultation with the BRLMs, may offer a discount of up to [●]% equivalent to ₹ [●] per Equity Share on the Offer Price to the Retail Individual Bidders and upto 5% equivalent to ₹ [●] per Equity Share on the Eligible Employees Bidding under the Employee Reservation Portion (if any). The amount of Retail Discount and Employee Discount, as applicable, will be advertised in all newspapers wherein the Pre-Offer Advertisement will be published. For further details, see "Offer Procedure" on page 736.*

Period of operation of subscription list

See "*Terms of the Offer – Bid/Offer Programme*" on page 727.

OFFER PROCEDURE

*All Bidders should review the "General Information Document for Investing in Public Issues" prepared and issued in accordance with the circular (CIR/CFD/DIL/12/2013) dated October 23, 2013 issued by SEBI, modified and updated pursuant to, among others, the circular (CIR/CFD/POLICYCELL/11/2015) dated November 10, 2015, the circular (CIR/CFD/DIL/1/2016) dated January 1, 2016 and the circular (SEBI/HO/CFD/DIL/CIR/P/2016/26) dated January 21, 2016, issued by SEBI(the "**General Information Document**") included below under "– Part B – General Information Document", which highlights the key rules, processes and procedures applicable to public issues in general in accordance with the provisions of the Companies Act, the SCRA, the SCRR and the SEBI ICDR Regulations. The General Information Document has been updated to reflect the enactments and regulations, to the extent applicable to a public issue. The General Information Document is also available on the websites of the Stock Exchanges and the BRLMs. Please refer to the relevant portions of the General Information Document which are applicable to this Offer.*

Our Company, the Selling Shareholder and the Syndicate do not accept any responsibility for the completeness and accuracy of the information stated in this section and are not liable for any amendment, modification or change in the applicable law which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that their Bids are submitted in accordance with applicable laws and do not exceed the investment limits or maximum number of the Equity Shares that can be held by them under applicable law or as specified in this Draft Red Herring Prospectus.

PART A

Book Building Procedure

The Offer is being made through the Book Building Process in accordance with Regulation 26(1) of the SEBI ICDR Regulations, wherein 50% of the Net Offer shall be available for allocation on a proportionate basis to QIBs. Such number of Offered Shares representing 5% of the QIB Portion shall be available for allocation on a proportionate basis to Mutual Funds only. The remainder of the QIB Portion shall be available for allocation on a proportionate basis to all QIBs, including Mutual Funds, subject to valid Bids being received from them at or above the Offer Price. However, if the aggregate demand from Mutual Funds is less than 5% of the QIB Portion, the balance Offered Shares available for allocation in the Mutual Fund Portion will be added to the remaining QIB Portion for proportionate allocation to QIBs, subject to valid Bids being received at or above the Offer Price. Further, not less than 15% of the Net Offer shall be available for allocation on a proportionate basis to Non-Institutional Bidders and not less than 35% of the Net Offer shall be available for allocation to Retail Individual Bidders in accordance with the SEBI ICDR Regulations, subject to valid Bids being received from them at or above the Offer Price. Further, up to 500,000 Equity Shares shall be available for allocation to the Eligible Employees Bidding in the Employee Reservation Portion, subject to valid Bids being received from them at or above the Offer Price.

In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹ 200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000 (which shall be less the Employee Discount, if applicable). The unsubscribed portion, if any, in the Employee Reservation Portion (after allocation to Eligible Employees with Bid Amounts over ₹ 200,000 upto a maximum of ₹ 500,000), shall be added to the Net Offer. Subject to valid Bids being received at or above the Offer Price, under-subscription, if any, in the Non-Institutional Portion or the Retail Portion would be allowed to be met with spill-over from other categories or a combination of categories at the discretion of the Selling Shareholder and our Company in consultation with the BRLMs and the Designated Stock Exchange, on a proportionate basis, subject to applicable law. However, under-subscription, if any, in the QIB Portion will not be allowed to be met with spill-over from other categories or a combination of categories. In accordance with Rule 19(2)(b)(iii) of the SCRR, the Offer will constitute at least 10% of the post Offer paid-up Equity Share capital of our Company.

The Equity Shares, upon listing, shall be traded only in the dematerialised segment of the Stock Exchanges.

Investors should note that the Offered Shares will be Allotted to all successful Bidders only in dematerialised form. ASBA Forms which do not have the details of the Bidders depository accounts, including DP ID, Client ID and PAN, shall be treated as incomplete and rejected. Bidders will not have the option of being Allotted Offered Shares in physical form.

ASBA Form

All Bidders are required to mandatorily participate in the Offer only through the ASBA process.

Copies of the ASBA Form and the Abridged Prospectus will be available with the Designated Intermediaries at the Bidding Centres and at our Registered and Corporate Office. Electronic copies of the ASBA Form will also be available for download on the websites of the NSE (www.nseindia.com) and the BSE (www.bseindia.com), at least one day prior to the Bid/Offer Opening Date.

All Bidders shall ensure that their Bids are made on ASBA Forms bearing the stamp of the Designated Intermediary, submitted at the Bidding Centres only (except in case of electronic ASBA Forms). ASBA Forms not bearing such specified stamp are liable to be rejected. Additionally, Bidders must provide bank account details and authorisation to block funds in the relevant space provided in the ASBA Form. ASBA Form that does not contain such details will be rejected. Bidders are also required to ensure that the ASBA Account has sufficient credit balance as an amount equivalent to the full Bid Amount can be blocked by the SCSB at the time of submitting the Bid.

The prescribed colour of the ASBA Form for the various categories of Bidders is as follows:

Category	Colour of ASBA Form*
Resident Indians and Eligible NRI Bidders applying on a non-repatriation basis.	White
Non-Residents including Eligible NRI Bidders, FVCIs, FPIs, FIIs (other than sub-accounts which are foreign corporates or foreign individuals Bidding under the QIB Category), and registered multilateral and bilateral development financial institutions applying on a repatriation basis.	Blue
Eligible Employees Bidding in the Employee Reservation Portion.	Pink

* *Excluding electronic ASBA Forms.*

Designated Intermediaries (other than SCSBs) shall submit/ deliver the ASBA Forms to the respective SCSB, where the Bidder has a bank account and shall not submit it to any non-SCSB bank or the Bankers to the Offer.

NO PERSON OUTSIDE INDIA MAY BID FOR OFFERED SHARES UNLESS THAT PERSON HAS RECEIVED A PRELIMINARY OFFERING MEMORANDUM FOR THE OFFER, WHICH COMPRISES THIS RED HERRING PROSPECTUS AND AN “INTERNATIONAL WRAP” THAT CONTAINS, AMONG OTHER THINGS, THE SELLING RESTRICTIONS APPLICABLE TO THE OFFER OUTSIDE INDIA.

Participation by the BRLM sand the Syndicate Member and their associates/ affiliates

The BRLM sand the Syndicate Member shall not be allowed to purchase Offered Shares in any manner, except towards fulfilling their underwriting obligations. However, associates and affiliates of the BRLMs and the Syndicate Member may subscribe to or purchase Offered Shares in the Net Offer, either in the QIB Portion or in the Non-Institutional Portion as may be applicable to such Bidders. Such Bidding and subscription may be on their own account or on behalf of their clients. All categories of investors, including associates or affiliates of BRLMs and Syndicate Member, shall be treated equally for the purpose of allocation to be made on a proportionate basis.

Bids by Mutual Funds

Bids made by asset management companies or custodians of Mutual Funds shall specifically state names of the concerned schemes for which such Bids are made. In case of a Mutual Fund, a separate Bid can be made in respect of each scheme of the Mutual Fund registered with SEBI and such Bids in respect of more than one scheme of the Mutual Fund will not be treated as multiple Bids provided that the Bids clearly indicate the scheme concerned for which the

Bid has been made.

With respect to Bids by Mutual Funds, a certified copy of their SEBI registration certificate must be lodged along with the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid in whole or in part, in either case, without assigning any reason thereof.

No Mutual Fund scheme shall invest more than 10% of its net asset value in the equity shares or equity related instruments of any single company provided that the limit of 10% shall not be applicable for investments in case of index funds or sector or industry specific schemes. No Mutual Fund under all its schemes should own more than 10% of any Company's paid-up share capital carrying voting rights.

Bids by Eligible NRI Bidders

Eligible NRI Bidders may obtain copies of ASBA Forms from the Designated Intermediaries. Eligible NRI Bidders Bidding on a repatriation basis by using the Non-Resident Forms should authorise their SCSB to block their Non-Resident External ("**NRE**") account or Foreign Currency Non-Resident ("**FCNR**") account for the full Bid Amount, while Eligible NRI Bidders Bidding on a non-repatriation basis by using the Resident Forms should authorise their SCSB to block their Non-Resident Ordinary ("**NRO**") account for the full Bid Amount, at the time of submission of the ASBA Form.

Eligible NRI Bidders Bidding on a repatriation basis are advised to use the ASBA Form for Non-Residents (blue in colour), while Eligible NRI Bidders Bidding on a non-repatriation basis are advised to use the ASBA Form for Residents (white in colour).

Bids by FPIs (including FIIs)

In terms of the SEBI FPI Regulations, the issue of equity shares to a single FPI or an investor group (which means the same set of ultimate beneficial owner(s) investing through multiple entities) must be below 10% of our post-Offer equity share capital. Further, in terms of the FEMA Regulations, the total holding by each FPI shall be below 10% of the total paid-up Equity Share capital of our Company and the total holdings of all FPIs put together shall not exceed 24% of the paid-up Equity Share capital of our Company. The aggregate limit of 24% may be increased up to the sectorial cap by way of a resolution passed by our Board, followed by a special resolution passed by the shareholders of our Company and subject to prior intimation to RBI. For calculating the aggregate holding of FPIs in our company, holding of all registered FPIs as well as holding of FIIs (being deemed FPIs) shall be included. In terms of the above-mentioned provisions of the FEMA Regulations, the existing individual and aggregate investment limits for an FII or sub account in our Company are 10% and 24% of the total paid-up Equity Share capital of our Company, respectively.

Further, QFIs which are not registered as FPIs under the SEBI FPI Regulations shall not be eligible to participate in this Offer.

As per the circular issued by SEBI on November 24, 2014, these investment restrictions shall also apply to subscribers of offshore derivative instruments ("**ODIs**"). Two or more subscribers of ODIs having a common beneficial owner shall be considered together as a single subscriber of the ODI. In the event an investor has investments as a FPI and as a subscriber of ODIs, these investment restrictions shall apply on the aggregate of the FPI and ODI investments in our Company.

FPIs are permitted to participate in the Offer subject to compliance with conditions and restrictions which may be specified by the GoI from time to time. FPIs who wish to participate in the Offer are advised to use the ASBA Form for non-residents (blue in colour). FPIs are required to Bid through the ASBA process to participate in the Offer.

An FPI shall issue ODIs only to those subscribers which meet the eligibility criteria as laid down in Regulation 4 of the SEBI FPI Regulations. Subject to compliance with all applicable Indian laws, rules, regulations, guidelines and approvals in terms of Regulation 22 of the SEBI FPI Regulations, an FPI, other than Category III FPI and unregulated broad based funds, which are classified as Category II FPIs by virtue of their investment manager being appropriately regulated, may issue, subscribe to or otherwise deal in offshore derivative instruments (as defined under the SEBI FPI Regulations as any instrument, by whatever name called, which is issued overseas by a FPI against securities held by it that are listed or proposed to be listed on any recognised stock exchange in India, as its underlying) directly or indirectly, only in the event (i) such offshore derivative instruments are issued only to persons who are regulated by an appropriate regulatory authority; and (ii) such offshore derivative instruments are issued after compliance with "know your client" norms. An FPI is also required to ensure that no further issue or transfer of any offshore derivative instrument is made by, or on behalf of it, to any persons that are not regulated by an appropriate foreign regulatory authority.

An FPI is also required to ensure that any transfer of ODIs is made by, or on behalf of it subject to the following conditions:

(a) such ODIs are transferred to persons subject to fulfilment of SEBI FPI Regulations; and

(b) prior consent of the FPI is obtained for such transfer, except when the persons to whom the ODIs are to be transferred to are pre-approved by the FPI.

Bids by VCFs, AIFs and FVCIs

The SEBI VCF Regulations, SEBI AIF Regulations and SEBI FVCI Regulations prescribe the investment restrictions on VCFs, AIFs and FVCIs, respectively.

Accordingly, the holding in any company by any individual VCF or FVCI should not exceed 25% of the corpus of the VCF or FVCI. Further, VCFs and FVCIs can invest only up to 33.33% of the investible funds by way of subscription to initial public offerings.

Category I and II AIFs cannot invest more than 25% of the investible funds in one investee company. A category III AIF cannot invest more than 10% of the investible funds in one investee company. A venture capital fund registered as a category I AIF, as defined in the SEBI AIF Regulations, cannot invest more than one-third of its investible funds by way of subscription to an initial public offering of a venture capital undertaking. Additionally, the VCFs which have not re-registered as an AIF under the SEBI AIF Regulations shall continue to be regulated by the SEBI VCF Regulations until the existing fund or scheme managed by the fund is wound up and such funds shall not launch any new scheme after the notification of the SEBI AIF Regulations.

There is no reservation for Eligible NRI Bidders, AIFs, FPIs and FVCIs. All Bidders (except Eligible Employees Bidding in the Employee Reservation Portion) will be treated on the same basis with other categories for the purpose of allocation.

The Selling Shareholder, our Company, or the BRLMs will not be responsible for loss, if any, incurred by the Bidder on account of conversion of foreign currency.

All Non-Resident investors should note that dividends and other distributions, if any, will be payable in Indian Rupees only and net of bank charges and commission.

Bids by limited liability partnerships

In case of Bids made by limited liability partnerships registered under the Limited Liability Partnership Act, 2008, a certified copy of certificate of registration issued under the Limited Liability Partnership Act, 2008, must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid without assigning any reason therefor.

Bids by insurance companies

In case of Bids made by insurance companies registered with the IRDA, a certified copy of certificate of registration issued by IRDAI must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid without assigning any reason thereof.

The exposure norms for insurers prescribed under the Insurance Regulatory and Development Authority (Investment) Regulations, 2016 are broadly set forth below:

(i) equity shares of a company: the lower of 10%* of the investee company's outstanding equity shares (face value) or 10% of the respective fund in case of a life insurer/ investment assets in case of a general insurer or a reinsurer;

(ii) the entire group of the investee company: not more than 15% of the respective fund in case of a life insurer or 15% of investment assets in case of a general insurer or a reinsurer or 15% of the investment assets in all companies belonging to the group, whichever is lower; and

(iii) the industry sector in which the investee company operates: not more than 15% of the respective fund of a life insurer or general insurance or 15% of the investment assets, whichever is lower.

The maximum exposure limit, in the case of an investment in equity shares, cannot exceed the lower of an amount of 10% of the investment assets of a life insurer or general insurer and the amount calculated under points (i), (ii) or (iii) above, as the case may be.

Insurance companies participating in this Offer shall comply with all applicable regulations, guidelines and circulars issued by the IRDAI from time to time.

**The above limit of 10% shall stand substituted as 15% of outstanding equity shares (face value) for insurance companies with investment assets of ₹ 2,500,000 million or more and 12% of outstanding equity shares (face value) for insurers with investment assets of ₹ 500,000 million or more but less than ₹ 2,500,000 million.*

Bids by provident funds/ pension funds

In case of Bids made by provident funds/ pension funds, subject to applicable laws, with minimum corpus of ₹ 250 million, a certified copy of a certificate from a chartered accountant certifying the corpus of the provident fund/ pension fund must be attached to the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to reject any Bid, without assigning any reason thereof.

Bids by banking companies

The investment limit for banking companies in financial services companies, not being subsidiaries, as per the Banking Regulation Act, 1949 and the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016, is 10% of the bank's paid-up share capital and reserves as per the last audited balance sheet or a subsequent balance sheet, whichever is lower. Further, the aggregate investment in subsidiaries and other entities engaged in financial and non-financial services company cannot exceed 20% of the bank's paid-up share capital and reserves.

The cap of 20% does not apply if investments in financial services company are held under 'Held for Trading' category', and are not held beyond 90 days as envisaged in the Master Direction – Reserve Bank of India (Financial Services provided by Banks) Directions, 2016.

Bids by Systemically Important Non-Banking Financial Companies

With respect to Bids by systemically important non-banking financial companies, a certified copy of its registration certificate with the RBI, indicating that the Bidder is a systemically important non-banking financial company, along with certified copy of its last audited financial statements on standalone basis and networth certificate from its auditors, must be lodged with the Bid cum Application Form. Failing this, our Company and the Selling Shareholder reserves the right to reject any Bid without assigning any reason thereof.

Systemically important non-banking financial companies participating in the Issue shall comply with all applicable regulations, guidelines and circulars issued by RBI from time to time.

Bids by SCSBs

SCSBs participating in the Offer are required to comply with the terms of the SEBI circulars dated September 13, 2012 and January 2, 2013. Such SCSBs are required to ensure that for making applications on their own account using ASBA, they should have a separate account in their own name with any other SEBI registered SCSBs. Further, such account shall be used solely for the purpose of making application in public issues and clear demarcated funds should be available in such account for ASBA Bids.

Bids under Power of Attorney

In case of Bids made pursuant to a power of attorney by limited companies, corporate bodies, registered societies, Eligible FPIs (including FIIs), AIFs, Mutual Funds, insurance companies, insurance funds set up by the army, navy or air force of India, insurance funds set up by the Department of Posts, India or the National Investment Fund and provident funds with a minimum corpus of ₹ 250 million and pension funds with a minimum corpus of ₹ 250 million (in each case, subject to applicable law and in accordance with their respective constitutional documents), a certified copy of the power of attorney or the relevant resolution or authority, as the case may be, along with a certified copy of the memorandum of association and articles of association and/or bye laws, as applicable, must be lodged along with the ASBA Form. Failing this, the Selling Shareholder and our Company reserve the right to accept or reject any Bid in whole or in part, in either case, without assigning any reason thereof.

The Selling Shareholder and our Company, in consultation with the BRLMs, in their absolute discretion, reserve the right to relax the above condition of simultaneous lodging of the power of attorney along with the ASBA Form.

Bids by Eligible Employees under the Employee Reservation Portion

Bids by Eligible Employees under the Employee Reservation Portion shall be subject to the following:

- Such Bids must be made in the prescribed ASBA Form (*i.e.*, pink in colour) and are required to be for a minimum of [●] Equity Shares and in multiples of [●] Equity Shares thereafter. The Allotment in the Employee Reservation Portion will be on a proportionate basis.

- Such Bidders should mention their employee identification number at the relevant place in the ASBA Form.

- The Bidder should be an Eligible Employee as defined above. In case of joint bids, the First Bidder shall be an Eligible Employee.

- Such Bidders must ensure that the Bid Amount does not exceed ₹ 500,000. However, a Bid by an Eligible Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of upto ₹ 200,000. In the event of under-subscription in the Employee Reservation Portion (post the initial Allocation of up to ₹ 200,000 per Eligible Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Eligible Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to an Eligible Employee not exceeding ₹ 500,000 (which shall be less the Employee Discount, if applicable).

- Such Bidders have the option to bid at Cut-off Price indicating their agreement to Bid and purchase at the Offer Price.

- Such Bidders can place their Bids by only using the ASBA process.

- The Eligible Employee who Bid in the Employee Reservation Portion can also Bid in the Net Offer and such Bids shall not be treated as multiple Bids. To clarify, an Eligible Employee Bidding in the Employee Reservation Portion for up to₹ 500,000, can also Bid in the Net Offer and such Bids will not be treated as multiple Bids. The Selling Shareholder and our Company, in consultation with the BRLMs reserves the right to reject, in their absolute discretion, all or any multiple Bids in any or all categories. For further details, see "*Offer Procedure – Multiple Bids*" on page 736.

- If the aggregate demand in this category is less than or equal to [●] Equity Shares at or above the Offer Price, full allocation shall be made to the Eligible Employees to the extent of their demand.

- If the aggregate demand in this category is greater than [●] Equity Shares at or above the Offer Price, the allocation shall be made on a proportionate basis. For the method of proportionate basis of Allotment, see "*Offer Procedure –Allotment Procedure and Basis of Allotment*" on page 736.

In accordance with existing regulations, OCBs cannot participate in the Offer.

The above information is given for the benefit of Bidders. The Selling Shareholder and our Company, our Directors, the officers of our Company and the members of the Syndicate are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Equity Shares Bid for do not exceed the applicable limits under laws or regulations.

Pre-Offer Advertisement

Subject to Section 30 of the Companies Act, 2013, our Company shall, after registering this Draft Red Herring Prospectus with the RoC, publish a Pre-Offer Advertisement.

Information for Bidders

In addition to the instructions provided to Bidders set forth in the sub-section titled "*– Part B – General Information Document for Investing in Public Issues*", Bidders are requested to note the following additional information in relation to the Offer.

1. The relevant Designated Intermediary will enter each Bid option into the electronic Bidding system as a separate Bid and generate an acknowledgement slip ("**Acknowledgement Slip**"), for each price and demand option and give the same to the Bidder. Therefore, a Bidder can receive up to three Acknowledgement Slips for each ASBA Form. It is the Bidder's responsibility to obtain the Acknowledgement Slip from the relevant Designated Intermediary. The registration of the Bid by the Designated Intermediary does not guarantee that the Offered Shares shall be allocated/ Allotted. Such Acknowledgement will be non-negotiable and by itself will not create any obligation of any kind. When a Bidder revises his or her Bid, he /she shall surrender the earlier Acknowledgement Slip and may request for a revised Acknowledgement Slip from the relevant Designated Intermediary as proof of his or her having revised the previous Bid.

2. In relation to electronic registration of Bids, the permission given by the Stock Exchanges to use their network and software of the electronic bidding system should not in any way be deemed or construed to mean that the compliance with various statutory and other requirements by our Company, the Selling Shareholderand/or the BRLMs are cleared or approved by the Stock Exchanges; nor does it in any manner warrant, certify or endorse the correctness or completeness of compliance with the statutory and other requirements, nor does it take any responsibility for the financial or other soundness of our Company, the Selling Shareholder, the management or any scheme of our Company; nor does it in any manner warrant, certify or endorse the correctness or completeness of any of the contents of this Draft Red Herring Prospectus or the Prospectus; nor does it warrant that the Equity Shares will be listed or will continue to be listed on the Stock Exchanges.

3. In the event of an upward revision in the Price Band, Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion who had Bid at Cut-off Price could either (i) revise their Bid; or (ii) shall make additional payment based on the cap of the revised Price Band (such that the total amount i.e., original Bid Amount plus additional payment does not exceed ₹ 200,000 (for Retail Individual Bidders) or ₹ 500,000 (for Eligible Employees Bidding in the Employee Reservation Portion) if such Bidder wants to continue to Bid at Cut-off Price. The revised Bids must be submitted to the same Designated Intermediary to whom the original Bid was submitted. In case the Bid Amount for any Bid under the Retail Portion or Employee Reservation Portion exceeds ₹ 200,000 and ₹ 500,000, respectively, due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount,

then such Bid may be rejected if it is at the Cut-off Price. If, however, the Retail Individual Bidder or Eligible Employee does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Offered Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the Retail Individual Bidder or Eligible Employee and the Retail Individual Bidder or Eligible Employee is deemed to have approved such revised Bid at Cut-off Price.

4. In the event of a downward revision in the Price Band, Retail Individual Bidders or Eligible Employees who have bid at the Cut-off Price may revise their Bid; otherwise, the excess amount paid at the time of Bidding would be unblocked after Allotment is finalised.

5. Any revision of the Bid shall be accompanied by instructions to block the incremental amount, if any, to be paid on account of the upward revision of the Bid.

In addition to the information provided below in the sub-section titled "*Part B – General Information Document for Investing in Public Issues – Interest and Refunds –Interest and Refunds*".

Signing of the Underwriting Agreement and the RoC Filing

The Selling Shareholder and our Company intend to enter into an Underwriting Agreement with the Underwriters on or immediately after the finalisation of the Offer Price. After signing the Underwriting Agreement, our Company will file the Prospectus with the RoC. The Prospectus would have details of the Offer Price, Offer size and underwriting arrangements and would be complete in all material respects.

GENERAL INSTRUCTIONS

In addition to the general instructions provided below in the sub-section titled "*Part B – General Information Document for Investing in Public Issues*", Bidders are requested to note the additional instructions provided below.

***Do's*:**

1. All Bidders should submit their Bids through the ASBA process only;
2. Check if you are eligible to apply as per the terms of this Draft Red Herring Prospectus and under applicable laws;
3. Ensure that you have Bid within the Price Band;
4. Read all the instructions carefully and complete the ASBA Form in the prescribed form;
5. Ensure that the details about the PAN, DP ID and Client ID are correct and the Bidders depository account is active, as Allotment of the Offered Shares will be in the dematerialised form only;
6. Ensure that your ASBA Form, bearing the stamp of a Designated Intermediary is submitted to the Designated Intermediary at the Bidding Centre within the prescribed time.
7. Ensure that the ASBA Form is signed by the account holder in case the Bidder is not the ASBA Account holder. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;
8. Ensure that you request for and receive a stamped Acknowledgement Slip of the ASBA Form for all your Bid options from the concerned Designated Intermediary as proof of registration of the ASBA Form;
9. Ensure that you have funds equal to the Bid Amount in the ASBA Account maintained with the SCSB before submitting the ASBA Form to any of the Designated Intermediaries;
10. Submit revised Bids to the same Designated Intermediary, through whom the original Bid was placed and obtain a revised Acknowledgement Slip;
11. Except for Bids (i) on behalf of the Central or State Governments and the officials appointed by the courts, who, in terms of a SEBI circular dated June 30, 2008, may be exempt from specifying their PAN for transacting in the securities market, and (ii) Bids by persons resident in the state of Sikkim, who, in terms of a SEBI circular dated July 20, 2006, may be exempted from specifying their PAN for transacting in the securities market, all Bidders should mention their PAN allotted under the Income Tax Act. The exemption for the Central or the State Government and officials appointed by the courts and for investors residing in the State of Sikkim is subject to (a) the Demographic Details received from the respective depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the

beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same. All other applications wherein PAN is not mentioned will be rejected;

12. Ensure that the Demographic Details are updated, true and correct in all respects;
13. Ensure that thumb impressions and signatures other than in the languages specified in the Eighth Schedule to the Constitution of India are attested by a Magistrate or a Notary Public or a Special Executive Magistrate under official seal;
14. Ensure that the name(s) given in the ASBA Form is/are exactly the same as the name(s) in which the beneficiary account is held with the Depository Participant. In case of joint Bids, the ASBA Form should contain only the name of the First Bidder whose name should also appear as the first holder of the beneficiary account held in joint names. Ensure that the signature of the First Bidder is included in the ASBA Forms;
15. Ensure that you tick the correct investor category and the investor status, as applicable, in the ASBA Form to ensure proper upload of your Bid in the electronic Bidding system of the Stock Exchanges;
16. Ensure that in case of Bids under power of attorney or by limited companies, corporate, trust etc., relevant documents are submitted;
17. Ensure that Bids submitted by any person outside India is in compliance with applicable foreign and Indian laws;
18. Ensure that the depository account is active, that the DP ID, the Client ID and the PAN mentioned in the ASBA Form and entered into the electronic system of the Stock Exchanges by the relevant Designated Intermediary match with the DP ID, Client ID and PAN available in the Depository database;
19. Ensure that the ASBA Forms are delivered by you within the time prescribed as per the ASBA Form and this Draft Red Herring Prospectus;
20. Ensure that while Bidding through a Designated Intermediary, the ASBA Form is submitted to a Designated Intermediary in a Bidding Centre and that the SCSB where the ASBA Account, as specified in the ASBA Form, is maintained has named at least one branch at that location for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in).
21. Ensure that you have mentioned the correct ASBA Account number in the ASBA Form;
22. Ensure that you have correctly signed the authorisation/undertaking box in the ASBA Form, or have otherwise provided an authorisation to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the ASBA Form;
23. Instruct your respective banks not to release the funds blocked in the ASBA Account under the ASBA process until six Working Days from the date of closing the Bids;
24. Ensure that the ASBA Forms are delivered by the Bidders within the time prescribed as per the ASBA Form and this Draft Red Herring Prospectus;
25. Retail Individual Bidders can withdraw their Bids until the Bid/Offer Closing Date. In case a Retail Individual Bidders wishes to withdraw his Bid during the Bid/Offer Period, the same can be done by submitting a request to the same concerned Designated Intermediary through which such Retail Individual Bidder had placed the original Bid and who shall take necessary steps to withdraw the Bid, including deletion of details of the withdrawn Bids from the bidding platform of the Stock Exchanges and unblocking of the funds by the SCSBs in the ASBA Account.

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Don'ts:

1. Do not Bid for lower than the minimum Bid size;
2. Do not Bid or revise Bid Amount to less than the Floor Price or higher than the Cap Price;
3. Do not Bid on another ASBA Form after you have submitted a Bid to a Designated Intermediary;
4. Do not pay the Bid Amount by cheques and demand drafts or in cash, by money order or by postal order or by stock-invest;
5. Do not send ASBA Forms by post. Instead submit the same to only a Designated Intermediary;
6. Do not submit the ASBA Forms to any non-SCSB bank or our Company;
7. Do not Bid on a physical ASBA Form that does not have the stamp of a Designated Intermediary;
8. Do not Bid at Cut-off Price (for Bids by QIBs and Non-Institutional Bidders);
9. Do not submit more than five ASBA Forms per ASBA Account;
10. Do not Bid for a Bid Amount exceeding ₹ 200,000 for Bids by Retail Individual Bidders and ₹ 500,000 for

Bids by Eligible Employees under the Employee Reservation Portion;

11. Do not instruct your respective banks to release the funds blocked in the ASBA Account under the ASBA process;
12. Do not fill up the ASBA Form such that the Offered Shares Bid for exceeds the Offer size and/ or investment limit or maximum number of the Equity Shares that can be held under the applicable laws or maximum amount permissible under the applicable laws or under the terms of the RHP/Prospectus;
13. Do not submit the General Index Registration ("**GIR**") number instead of the PAN;
14. Do not submit the Bids without instructions to block funds equivalent to the Bid Amount in the ASBA Account;
15. Do not submit incorrect details of the DP ID, Client ID and PAN or provide details for a beneficiary account which is suspended or for which details cannot be verified by the Registrar to the Offer;
16. Do not submit Bids on plain paper or on incomplete or illegible ASBA Forms or on ASBA Forms in a colour prescribed for another category of Bidder;
17. If you are a QIB, do not submit your Bid after 3.00 p.m. on the QIB Bid/Offer Closing Date;
18. If you are a Non-Institutional Bidder or Retail Individual Bidder or an Eligible Employee bidding under the Employee Reservation Portion, do not submit your Bid after 3.00 p.m. on the Bid/Offer Closing Date;
19. Do not Bid if you are not competent to contract under the Indian Contract Act, 1872; (other than minors having valid depository accounts as per Demographic Details provided by the depository);
20. Do not withdraw your Bid or lower the size of your Bid (in terms of quantity of the Equity Shares or the Bid Amount) at any stage, if you are a QIB or a Non-Institutional Bidder; and
21. Do not submit ASBA Bids to a Designated Intermediary at a Bidding Centre unless the SCSB where the ASBA Account is maintained, as specified in the ASBA Form, has named at least one branch in the relevant Bidding Centre, for the Designated Intermediary to deposit ASBA Forms (a list of such branches is available on the website of SEBI at http://www.sebi.gov.in);

The ASBA Form is liable to be rejected if the above instructions, as applicable, are not complied with.

Grounds for Technical Rejections

In addition to the grounds for rejection of Bids on technical grounds as provided below in the sub-section titled "*Part B – General Information Document for Investing in Public Issues – Issue Procedure in Book Built Issue – Rejection and Responsibility for Upload of Bids – Grounds for Technical Rejections*", Bidders are requested to note that Bids may be rejected on the following additional technical grounds.

1. Bid submitted without instruction to the SCSB to block the entire Bid Amount;

2. Bids which do not contain details of the Bid Amount and the bank account details in the ASBA Form;

3. Bids submitted on a plain paper;

4. Bids by HUFs not mentioned correctly as given below in the sub-section titled " – *Category of Investors eligible to participate in an issue*";

5. ASBA Form submitted to a Designated Intermediary does not bear the stamp of the Designated Intermediary;

6. Bids submitted without the signature of the First Bidder or sole Bidder;

7. The ASBA Form not being signed by the account holders, if the account holder is different from the Bidder;

8. Bids by persons for whom PAN details have not been verified and whose beneficiary accounts are "suspended for credit" in terms of SEBI circular (reference number: CIR/MRD/DP/ 22 /2010) dated July 29, 2010;

9. GIR number furnished instead of PAN;

10. Bids by Retail Individual Bidders or Eligible Employees Bidding in the Employee Reservation Portion with Bid Amount for a value of more than ₹ 200,000 or ₹ 500,000, respectively;

11. Bids by persons who are not eligible to acquire Equity Shares in terms of all applicable laws, rules, regulations, guidelines and approvals;

12. Bids accompanied by stock invest, money order, postal order or cash;

13. Bids by persons outside India who have not received a preliminary offering memorandum for the Offer, which comprises this Red Herring Prospectus and an "International Wrap" that contains, among other things, the selling restrictions applicable to the offer outside India; and

14. Bids uploaded by QIBs after 4.00 pm on the QIB Bid/Offer Closing Date and by Non-Institutional Bidders uploaded after 4.00 p.m. on the Bid/Offer Closing Date, and Bids by Retail Individual Bidders and Eligible Employees Bidding in the Employee Reservation Portion uploaded after 5.00 p.m. on the Bid/Offer Closing Date, unless extended by the Stock Exchanges.

Depository Arrangements

The Allotment of the Offered Shares shall be only in a de-materialised form, (i.e., not in the form of physical certificates but be fungible and be represented by the statement issued through the electronic mode). In this context, as of the date of this Red Herring Prospectus, the following agreements had been signed among our Company, the respective Depositories and the Registrar to the Offer.

- Agreement dated December 20, 2017 among NSDL, our Company and the Registrar to the Offer.
- Agreement dated December 21, 2017 among CDSL, our Company and the Registrar to the Offer.

Impersonation

Attention of the applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013, which is reproduced below:

"*Any person who:*

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities; or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,
***shall be liable for action under Section 447.*"**

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

UNDERTAKINGS BY OUR COMPANY

Our Company undertakes the following:

- That if our Company and/or the Selling Shareholder does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer Advertisements were published. The Stock Exchanges shall also be informed promptly;

- The Promoter's Contribution has been brought in to the extent of not less than the specified minimum lot, as required under the SEBI ICDR Regulations;

- That the complaints received in respect of the Offer shall be attended to by our Company expeditiously and satisfactorily;

- That all steps for completion of the necessary formalities for listing and commencement of trading at the Stock Exchanges within six Working Days of the Bid/Offer Closing Date or such other period as may be prescribed shall be taken;

- If the Allotment is not made, application monies will be unblocked in the ASBA Accounts within the time as prescribed under applicable law, failing which interest will be due to be paid to the Bidders as per applicable laws;

- That where refunds (to the extent applicable) are made through electronic transfer of funds, a suitable communication shall be sent to the Bidder within the time as prescribed under applicable law, giving details of the bank where refunds shall be credited along with the amount and expected date of electronic credit for the refund;

- That the certificates of securities or refund intimation to Eligible NRI Bidders shall be dispatched within specified time;

- No further offer of Equity Shares shall be made until the Offered Shares are listed or until the Bid monies are unblocked in the ASBA Accounts on account of non-listing, under-subscription etc.;

- That our Company shall comply with such disclosure and accounting norms as may be specified by SEBI from time to time; and

- Adequate arrangements shall be made to collect all ASBA Forms by Bidders.

UNDERTAKINGS BY THE SELLING SHAREHOLDER

The Selling Shareholder undertakes the following:

- If the Selling Shareholder and/or our Company does not proceed with the Offer after the Bid/Offer Closing Date but prior to Allotment, the reason thereof shall be given as a public notice within two days of the Bid/Offer Closing Date. The public notice shall be issued in the same newspapers where the Pre-Offer Advertisements were published. The Stock Exchanges shall also be informed promptly;

- It shall deposit the Offered Shares in an escrow account opened with the Registrar to the Offer at least one Working Day prior to the Bid/Offer Opening Date;

- It is the legal and beneficial holder of the Offered Shares and has valid and full title to the Offered Shares;

- That the Offered Shares (a) have been held by it for a continuous period of at least one year prior to the date of filing of the Draft Red Herring Prospectus with SEBI; and (b) are free and clear of any pledge and it shall not create any lien, charge or encumbrance on the Offered Shares; and (c) are in dematerialised form and shall continue to be in dematerialised form at the time of transfer and shall transfer valid and marketable title to the Bidder free from any charges, lien, encumbrances and any transfer restrictions of any kind whatsoever;

- It shall take all steps and provide all assistance to our Company and the BRLMs, as may be required for the completion of the necessary formalities for listing and commencement of trading at the Stock exchanges within six Working Days from the Bid/Offer Closing Date, failing which it shall forthwith repay the monies received from Bidders. In case of delay, interest as per applicable law shall be paid by the Selling Shareholder if transfer of the Offered Shares has not been made or refund orders have not been dispatched within the aforesaid dates;

- Funds required for making refunds to unsuccessful applicants as per the mode disclosed in this Draft Red Herring

Prospectus and the Prospectus shall be made available to the Registrar to the Offer, in accordance with applicable law.

- It shall not have recourse to the proceeds of the Offer for Sale until the final listing and trading approvals from all the Stock Exchanges is obtained;

- It shall not offer, lend, sell, dispose, transfer, charge, pledge or otherwise encumbrance or transfer (to the extent applicable) the Offered Shares until the earlier of (i) the Equity Shares which will be offered through the Draft Red Herring Prospectus being listed or until the Bid Amounts are refunded on account of non-listing, under-subscription etc. pursuant to the Offer; or (ii) the Offer being postponed, withdrawn or abandoned as per the terms of the agreement(s) between the Selling Shareholder, our Company and the BRLMs;

- It has authorised the Company Secretary and Compliance Officer of our Company and the Registrar to the Offer to redress any complaints received from Bidders in respect of the Offered Shares and it shall provide such reasonable support and extend reasonable cooperation as may be required by our Company and the BRLMs in the regard; and

- It shall comply with all applicable laws, including but not limited to, the SEBI ICDR Regulations, SEBI Act, SCRA, SCRR, the listing rules of (and agreements with) the Stock Exchanges, and guidelines, instructions, rules, communications, circulars and regulations issued by the GoI, the RoC, SEBI, the RBI, the Stock Exchanges and under the FEMA or by any other governmental or statutory authority, and the Companies Act, 2013 and the rules and regulations made thereunder, each as amended.

The decisions with respect to the Price Band, the minimum Bid lot, reservations in the Offer, rupee amount of the Retail Discount and Employee Discount, as applicable, revision of Price Band, Offer Price, will be taken by the Selling Shareholder and our Company, in consultation with the BRLMs.

Utilisation of Offer Proceeds

The Selling Shareholder along with our Company declare that all monies received out of this Offer shall be credited/ transferred to a separate bank account other than the bank account referred to in sub-section (3) of Section 40 of the Companies Act, 2013.

Withdrawal of the Offer

For details, see "*Terms of the Offer - Withdrawal of the Offer*" on page 727.

PART B

General Information Document for Investing in Public Issues

This General Information Document highlights the key rules, processes and procedures applicable to public issues in accordance with the provisions of the Companies Act, as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957 and the Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009. Bidders/Applicants should not construe the contents of this General Information Document as legal advice and should consult their own legal counsel and other advisors in relation to the legal matters concerning the Offer. For taking an investment decision, the Bidders/Applicants should rely on their own examination of our Company and this Offer, and should carefully read the Red Herring Prospectus/Prospectus before investing in the Offer.

SECTION 1: PURPOSE OF THE GENERAL INFORMATION DOCUMENT (GID)

This document is applicable to the public issues undertaken through the Book-Building process as well as to the Fixed Price Issues. The purpose of the "General Information Document for Investing in Public Issues" is to provide general guidance to potential Bidders/Applicants in IPOs and FPOs, on the processes and procedures governing IPOs and FPOs, undertaken in accordance with the provisions of the SEBI ICDR Regulations.

Bidders/Applicants should note that investment in equity and equity related securities involves risk and Bidder/Applicant should not invest any funds in the Offer unless they can afford to take the risk of losing their investment. The specific terms relating to securities and/or for subscribing to securities in an Offer and the relevant information about the Issuer undertaking the Offer are set out in the Red Herring Prospectus ("RHP")/Prospectus filed by the Issuer with the Registrar of Companies ("RoC"). Bidders/Applicants should carefully read the entire RHP/Prospectus and the Bid cum Application Form/Application Form and the Abridged Prospectus of the Issuer in which they are proposing to invest through the Offer. In case of any difference in interpretation or conflict and/or overlap between the disclosure included in this document and the RHP/Prospectus, the disclosures in the RHP/Prospectus shall prevail. The RHP/Prospectus of the Offeris available on the websites of stock exchanges, on the website(s) of the BRLMs to the Offer and on the website of Securities and Exchange Board of India ("SEBI") at www.sebi.gov.in.

For the definitions of capitalised terms and abbreviations used herein Bidders/Applicants may refer to the section "Glossary and Abbreviations".

SECTION 2: BRIEF INTRODUCTION TO IPOs/FPOs

2.1 Initial public offer (IPO)

An IPO means an offer of specified securities by an unlisted Issuer to the public for subscription and may include an Offer for Sale of specified securities to the public by any existing holder of such securities in an unlisted Issuer.

For undertaking an IPO, an Issuer is *inter-alia* required to comply with the eligibility requirements of in terms of either Regulation 26(1) or Regulation 26(2) of the SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer, Bidders/Applicants may refer to the RHP/Prospectus.

2.2 Further public offer (FPO)

An FPO means an offer of specified securities by a listed Issuer to the public for subscription and may include Offer for Sale of specified securities to the public by any existing holder of such securities in a listed Issuer.

For undertaking an FPO, the Issuer is *inter-alia* required to comply with the eligibility requirements in terms of Regulation 26/27 of SEBI ICDR Regulations. For details of compliance with the eligibility requirements by the Issuer Bidders/Applicants may refer to the RHP/Prospectus.

2.3 Other Eligibility Requirements:

In addition to the eligibility requirements specified in paragraphs 2.1 and 2.2, an Issuer proposing to undertake an IPO or an FPO is required to comply with various other requirements as specified in the SEBI ICDR Regulations, the Companies Act, 1956 (the "**Companies Act**") as amended or replaced by the Companies Act, 2013, the Securities Contracts (Regulation) Rules, 1957 (the "**SCRR**"), industry-specific regulations, if any, and other applicable laws for the time being in force.

For details in relation to the above Bidders/Applicants may refer to the RHP/Prospectus.

2.4 Types of Public Issues - Fixed Price Issues and Book Built Issues

In accordance with the provisions of the SEBI ICDR Regulations, an Issuer can either determine the Issue Price through the Book Building Process **("Book Built Issue")** or undertake a Fixed Price Issue **("Fixed Price Issue").** An Issuer may mention Floor Price or Price Band in the RHP (in case of a Book Built Issue) and a Price or Price Band in the Draft Prospectus (in case of a fixed price Issue) and determine the price at a later date before registering the Prospectus with the Registrar of Companies.

The cap on the Price Band should be less than or equal to 120% of the Floor Price. The Issuer shall announce the Price or the Floor Price or the Price Band through advertisement in all newspapers in which the Pre-Offer Advertisement was given at least five Working Days before the Bid/ Offer Opening Date, in case of an IPO and at least one Working Day before the Bid/ Offer Opening Date, in case of an FPO.

The Floor Price or the Offer Price cannot be lesser than the face value of the securities.

Bidders/Applicants should refer to the RHP/Prospectus or Offer advertisements to check whether the Offer is a Book Built Issue or a Fixed Price Issue.

2.5 OFFER PERIOD

The Offer may be kept open for a minimum of three additional Working Days (for all category of Bidders/Applicants) and not more than ten Working Days. Bidders/Applicants are advised to refer to the Bid cum Application Form and Abridged Prospectus or RHP/Prospectus for details of the Bid/ Offer Period. Details of Bid/ Offer Period are also available on the website of the Stock Exchange(s).

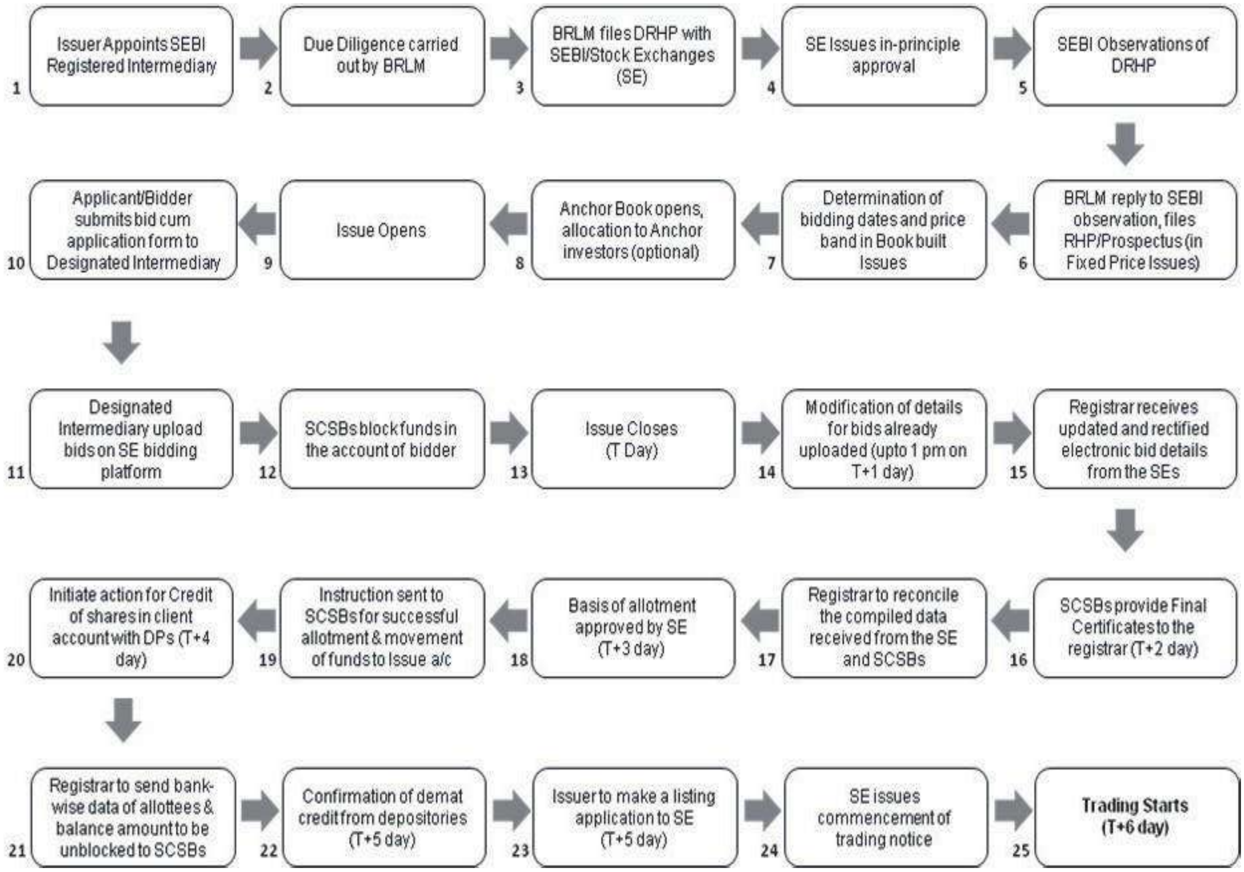
In case of a Book Built Issue, the Issuer may close the Bid/ Offer Period for QIBs one Working Day prior to the Bid/ Offer Closing Date if disclosures to that effect are made in the RHP. In case of revision of the Floor Price or Price Band in Book Built Issues the Bid/Issue Period may be extended by at least three additional Working Days, subject to the total Bid/ Offer Period not exceeding 10 Working Days. For details of any revision of the Floor Price or Price Band, Bidders/Applicants may check the announcements made by the Issuer on the websites of the Stock Exchanges and the BRLMs, and the advertisement in the newspaper(s) issued in this regard.

2.6 FLOWCHART OF TIMELINES

A flow chart of process flow in Fixed Price and Book Built Issues is as below. Bidders/Applicants may note that this is not applicable for Fast Track FPOs.

- In case of Offer other than Book Build Issue (Fixed Price Issue) the process at the following of the below mentioned steps shall be read as:

  (i) Step 7 : Determination of Offer Date and Price
  (ii) Step 10: Applicant submits ASBA Form with any of the Designated Intermediaries.
  (iii) Step 11: SCSB uploads ASBA Application details in Stock Exchange Platform
  (iv) Step 12: Offer period closes
  (v) Step 15: Not Applicable



SECTION 3: CATEGORY OF INVESTORS ELIGIBLE TO PARTICIPATE IN AN ISSUE

Each Bidder/Applicant should check whether it is eligible to apply under applicable law.

Furthermore, certain categories of Bidders/Applicants, such as NRIs, FIIs, FPIs, QFIs and FVCIs may not be allowed to Bid/Apply in the Offer or to hold Equity Shares, in excess of certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

Subject to the above, an illustrative list of Bidders/Applicants is as follows:

- Indian nationals resident in India who are competent to contract under the Indian Contract Act, 1872, in single or joint names (not more than three);
- Bids/Applications belonging to an account for the benefit of a minor (under guardianship);
- Hindu Undivided Families or HUFs, in the individual name of the *Karta.* The Bidder/Applicant should specify that the Bid is being made in the name of the HUF in the Bid cum Application Form/Application Form as follows: "Name of First or Sole Bidder/Applicant: XYZ Hindu Undivided Family applying through XYZ, where XYZ is the name of the *Karta"*. Bids/Applications by HUFs may be considered at par with Bids/Applications from individuals;
- Companies, corporate bodies and societies registered under applicable law in India and authorised to invest in equity shares;
- QIBs;
- NRIs on a repatriation basis or on a non-repatriation basis subject to applicable law;
- Indian Financial Institutions, regional rural banks, co-operative banks (subject to RBI regulations and the SEBI ICDR Regulations and other laws, as applicable);

- FPIs (other than Category III FPIs) bidding in the QIBs category;
- Category III FPIs bidding in the Non-Institutional Bidders category;
- Trusts/societies registered under the Societies Registration Act, 1860, or under any other law relating to trusts/societies and who are authorised under their respective constitutions to hold and invest in equity shares;
- Scientific and/or industrial research organisations in India, which are authorised to invest in equity shares;
- Limited liability partnerships registered under the Limited Liability Partnership Act, 2008; and
- Any other person eligible to Bid/Apply in the Offer, under the laws, rules, regulations, guidelines and policies applicable to them and under Indian laws.

As per the existing regulations, OCBs are not allowed to participate in the Offer.

SECTION 4: APPLYING IN THE OFFER

Book Built Issue: Bidders should only use the specified Bid cum Application Form either bearing the stamp of a Designated Intermediary or downloaded from the websites of the Stock Exchanges.

Bid cum Application Forms are available with the Designated Intermediaries at the Bidding Centres and at the registered office of the Issuer. Electronic Bid cum Application Forms will be available on the websites of the Stock Exchanges at least one day prior to the Bid/ Offer Opening Date. For further details regarding availability of Bid cum Application Forms, Bidders may refer to the RHP/Prospectus.

Fixed Price Issue: Applicants should only use the specified cum Bid cum Application Form, bearing the stamp of the Designated Intermediary or downloaded from the websites of the Stock Exchanges. Application Forms are available with the Designated Branches of the SCSBs and at the registered office of the Issuer. For further details regarding availability of Application Forms, Applicants may refer to the Prospectus.

Bidders/Applicants should ensure that they apply in the appropriate category. The prescribed colour of the Bid cum Application Form for various categories of Bidders/Applicants is as follows:

Category	Colour of the Bid cum Application Form
Resident Indian, Eligible NRIBidders applying on a non repatriation basis	White
NRIs, FVCIs, FIIs, their Sub-Accounts (other than Sub- Accounts which are foreign corporate(s) or foreign individuals bidding under the QIB) and FPIs on a repartition basis	Blue
Anchor Investors (where applicable) & Bidders Bidding/applying in the reserved category	As specified by the Issuer

Securities issued in an IPO can only be in dematerialised form in compliance with Section 29 of the Companies Act, 2013. Bidders/Applicants will not have the option of getting the allotment of specified securities in physical form. However, they may get the specified securities rematerialised subsequent to allotment.

4.1 INSTRUCTIONS FOR FILLING THE BID CUM APPLICATION FORM / APPLICATION FORM

Bidders/Applicants may note that forms not filled completely or correctly as per instructions provided in this GID, the RHP and the Bid cum Application Form/Application Form are liable to be rejected.

Instructions to fill each field of the Bid cum Application Form can be found on the reverse side of the Bid cum Application Form. Specific instructions for filling various fields of the Resident Bid cum Application Form and Non-Resident Bid cum Application Form and samples are provided below.

The samples of the Bid cum Application Form for resident Bidders and the Bid cum Application Form for non-resident Bidders are reproduced below:

Application Form For Residents

COMMON BID CUM APPLICATION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 7 6 5 4 3 2 1	Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
		3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

5. CATEGORY

Retail Individual Bidder

Non-Institutional Bidder

QIB

6. INVESTOR STATUS

- Individual(s) - IND
- Hindu Undivided Family* - HUF
- Bodies Corporate - CO
- Banks & Financial Institutions - FI
- Mutual Funds - MF
- Non-Resident Indians - NRI (Non-Repatriation basis)
- National Investment Fund - NIF
- Insurance Funds - IF
- Insurance Companies - IC
- Venture Capital Funds - VCF
- Alternative Investment Funds - AIF
- Others (Please specify) - OTH

* HUF should apply only through Karta (Application by HUF would be treated on par with Individual)

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER

Date : ....

8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)
2)
3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

TEAR HERE

Application Form For Non- Residents

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

COMMON BID CUM APPLICATION FORM	XYZ LIMITED - INITIAL PUBLIC ISSUE - NR Address : .... Contact Details: .... CIN No	FOR NON-RESIDENTS, INCLUDING ELIGIBLE NRIS, FPIS OR FVCIS, ETC APPLYING ON A REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE	BROKER/SCSB/DP/RTA STAMP & CODE
SUB-BROKER'S / SUB-AGENT'S STAMP & CODE	**ESCROW BANK/SCSB BRANCH STAMP & CODE**
BANK BRANCH SERIAL NO.	**SCSB SERIAL NO.**

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS ☐ NSDL ☐ CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

4. BID OPTIONS (ONLY RETAIL INDIVIDUAL BIDDERS CAN BID AT "CUT-OFF")

Bid Options	No. of Equity Shares Bid (In Figures) (Bids must be in multiples of Bid Lot as advertised)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures)			
	8 | 7 | 6 | 5 | 4 | 3 | 2 | 1	Bid Price 3 | 2 | 1	Retail Discount 3 | 2 | 1	Net Price 3 | 2 | 1	"Cut-off" (Please ✔ tick)
Option 1					☐
(OR) Option 2					☐
(OR) Option 3					☐

5. CATEGORY

☐ Retail Individual Bidder

☐ Non-Institutional Bidder

☐ QIB

6. INVESTOR STATUS

NRI	Non-Resident Indian(s) (Repatriation basis)
FII	FII or Sub-account not a Corporate/Foreign Individual
FIISA	FII Sub-account Corporate/Individual
FVCI	Foreign Venture Capital Investor
FPI	Foreign Portfolio Investors
OTH	Others (Please Specify)________

7. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT ☐ PART PAYMENT ☐

Amount paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ AND UNDERSTOOD THE TERMS AND CONDITIONS OF THIS BID CUM APPLICATION FORM AND THE ATTACHED ABRIDGED PROSPECTUS AND THE GENERAL INFORMATION DOCUMENT FOR INVESTING IN PUBLIC ISSUES ("GID") AND HEREBY AGREE AND CONFIRM THE 'BIDDERS UNDERTAKING' AS GIVEN OVERLEAF. I/WE (ON BEHALF OF JOINT APPLICANTS, IF ANY) HEREBY CONFIRM THAT I/WE HAVE READ THE INSTRUCTIONS FOR FILLING UP THE BID CUM APPLICATION FORM GIVEN OVERLEAF.

8A. SIGNATURE OF SOLE/ FIRST BIDDER	8B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(S) (AS PER BANK RECORDS) I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue	BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)
Date : ____________	1) 2) 3)	

TEAR HERE

LOGO

XYZ LIMITED INITIAL PUBLIC ISSUE - NR	Acknowledgement Slip for Broker/SCSB/ DP/RTA	Bid cum Application Form No.

DPID / CLID

PAN of Sole / First Bidder

Amount paid (₹ in figures)	Bank & Branch	Stamp & Signature of SCSB Branch
ASBA Bank A/c No.		
Received from Mr./Ms.		
Telephone / Mobile	Email	

TEAR HERE

XYZ LIMITED - INITIAL PUBLIC ISSUE - NR

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Amount Paid (₹)			

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

ASBA Bank A/c No.

Bank & Branch

Bid cum Application Form No.

TEAR HERE

4.1.1 **FIELD NUMBER 1: NAME AND CONTACT DETAILS OF THE SOLE/FIRST BIDDER/APPLICANT**

(a) Bidders/Applicants should ensure that the name provided in this field is exactly the same as the name in which the Depository Account is held.

(b) **Mandatory Fields:** Bidders/Applicants should note that the name and address fields are compulsory and e-mail and/or telephone number/mobile number fields are optional. Bidders/Applicants should note that the contact details mentioned in the ASBA Form/Application Form may be used to dispatch communications in case the communication sent to the address available with the Depositories are returned undelivered or are not available. The contact details provided in the Bid cum Application Form may be used by the Issuer, the Designated Intermediaries and the Registrar to the Offer only for correspondence(s) related to the Offer and for no other purposes.

(c) **Joint Bids/Applications:** In the case of Joint Bids/Applications, the Bids /Applications should be made in the name of the Bidder/Applicant whose name appears first in the Depository account. The name so entered should be the same as it appears in the Depository records. The signature of only such First Bidder/Applicant would be required in the Bid cum Application Form/Application Form and such First Bidder/Applicant would be deemed to have signed on behalf of the joint holders

(d) **Impersonation:** Attention of the Bidders/Applicants is specifically drawn to the provisions of sub-section (1) of Section 38 of the Companies Act, 2013 which is reproduced below:

"Any person who –

(a) makes or abets making of an application in a fictitious name to a company for acquiring, or subscribing for, its securities, or
(b) makes or abets making of multiple applications to a company in different names or in different combinations of his name or surname for acquiring or subscribing for its securities; or
(c) otherwise induces directly or indirectly a company to allot, or register any transfer of, securities to him, or to any other person in a fictitious name,

shall be liable for action under section 447."

The liability prescribed under Section 447 of the Companies Act, 2013 includes imprisonment for a term which shall not be less than six months extending up to 10 years (provided that where the fraud involves public interest, such term shall not be less than three years) and fine of an amount not less than the amount involved in the fraud, extending up to three times of such amount.

(e) **Nomination Facility to Bidder/Applicant:** Nomination facility is available in accordance with the provisions of Section 72 of the Companies Act, 2013. In case of allotment of the Equity Shares in dematerialised form, there is no need to make a separate nomination as the nomination registered with the Depository may prevail. For changing nominations, the Bidders/Applicants should inform their respective DP.

4.1.2 **FIELD NUMBER 2: PAN NUMBER OF SOLE/FIRST BIDDER/APPLICANT**

(a) PAN (of the sole/ First Bidder/Applicant) provided in the Bid cum Application Form/Application Form should be exactly the same as the PAN of the person(s) in whose first or sole name the relevant beneficiary account is held as per the Depositories' records.

(b) PAN is the sole identification number for participants transacting in the securities market irrespective of the amount of transaction except for Bids/Applications on behalf of the Central or State Government, Bids/Applications by officials appointed by the courts and Bids/Applications by Bidders/Applicants residing in Sikkim ("PAN Exempted Bidders/Applicants"). Consequently, all

Bidders/Applicants, other than the PAN Exempted Bidders/Applicants, are required to disclose their PAN in the Bid cum Application Form/Application Form, irrespective of the Bid/Application Amount. A Bid cum Application Form/Application Form without PAN, except in case of Exempted Bidders/Applicants, is liable to be rejected. Bids/Applications by the Bidders/Applicants whose PAN is not available as per the Demographic Details available in their Depository records, are liable to be rejected.

(c) The exemption for the PAN Exempted Bidders/Applicants is subject to (a) the Demographic Details received from the respective Depositories confirming the exemption granted to the beneficiary owner by a suitable description in the PAN field and the beneficiary account remaining in "active status"; and (b) in the case of residents of Sikkim, the address as per the Demographic Details evidencing the same.

(d) Bid cum Application Forms which provide the General Index Register Number instead of PAN may be rejected.

(e) Bids/Applications by Bidders whose demat accounts have been 'suspended for credit' are liable to be rejected pursuant to the circular issued by SEBI on July 29, 2010, bearing number CIR/MRD/DP/22/2010. Such accounts are classified as "Inactive demat accounts" and Demographic Details are not provided by depositories.

4.1.3 FIELD NUMBER 3: BIDDERS/APPLICANTS DEPOSITORY ACCOUNT DETAILS

(a) Bidders/Applicants should ensure that DP ID and the Client ID are correctly filled in the Bid cum Application Form/Application Form. The DP ID and Client ID provided in the Bid cum Application Form/Application Form should match with the DP ID and Client ID available in the Depository database, **otherwise, the Bid cum Application Form is liable to be rejected.**

(b) Bidders/Applicants should ensure that the beneficiary account provided in the Bid cum Application Form/Application Form is active.

(c) Bidders/Applicants should note that on the basis of DP ID and Client ID as provided in the Bid cum Application Form/Application Form, the Bidder/Applicant may be deemed to have authorised the Depositories to provide to the Registrar to the Offer, any requested Demographic Details of the Bidder/Applicant as available on the records of the depositories. These Demographic Details may be used, among other things, for unblocking of ASBA Account or for other correspondence(s) related to the Offer.

(d) Bidders/Applicants are, advised to update any changes to their Demographic Details as available in the records of the Depository Participant to ensure accuracy of records. Any delay resulting from failure to update the Demographic Details would be at the Bidders/Applicants" sole risk.

4.1.4 FIELD NUMBER 4: BID OPTIONS

(a) Price or Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) may be disclosed in the Prospectus/RHP by the Issuer. The Issuer is required to announce the Floor Price or Price Band, minimum Bid Lot and Discount (if applicable) by way of an advertisement in at least one English, one Hindi and one regional newspaper, with wide circulation, at least five Working Days before Bid/ Offer Opening Date in case of an IPO, and at least one Working Day before Bid/ Offer Opening Date in case of an FPO.

(b) The Bidders may Bid at or above Floor Price or within the Price Band for IPOs /FPOs undertaken through the Book Building Process. In the case of Alternate Book Building Process for an FPO, the Bidders may Bid at Floor Price or any price above the Floor Price (For further details bidders may refer to (Section 5.6 (e))

(c) **Cut-Off Price:** Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

(d) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the BRLMs may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Bid Lot is accordingly determined by an Issuer and the Selling Shareholder on basis of such minimum application value.

(e) **Allotment:** The allotment of specified securities to each RII shall not be less than the minimum Bid Lot, subject to availability of shares in the RII category, and the remaining available shares, if any, shall be allotted on a proportionate basis. For details of the Bid Lot, bidders may to the RHP/Prospectus or the advertisement regarding the Price Band published by the Issuer.

4.1.4.1 **Maximum and Minimum Bid Size**

(a) The Bidder may Bid for the desired number of Equity Shares at a specific price. Bids by Retail Individual Bidders and Retail Individual Shareholders must be for such number of shares so as to ensure that the Bid Amount less Discount (as applicable), payable by the Bidder does not exceed ₹ 200,000. Bids by Employees must be for such number of shares so as to ensure that the Bid Amount less Employee Discount (as applicable), payable by the Bidder does not exceed ₹ 500,000. Retail Individual Bidders or Employees or Retail Individual Shareholders can Bid at the Cut-off Price indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process. Bidding at the Cut-off Price is prohibited for QIBs and NIIs and such Bids from QIBs and NIIs may be rejected.

In case the Bid Amount for any Bid under the Retail Portion or Employee Reservation Portion exceeds ₹ 200,000 and ₹ 500,000, respectively, due to revision of the Bid or any other reason, the Bid may be considered for allocation under the Non-Institutional Category, with it not being eligible for Discount, then such Bid may be rejected if it is at the Cut-off Price.

(b) For Eligible NRI Bidders, a Bid Amount of up to ₹ 200,000 may be considered under the Retail Category for the purposes of allocation and a Bid Amount exceeding ₹ 200,000 may be considered under the Non-Institutional Category for the purposes of allocation.

(c) Bids by QIBs and NIIs must be for such minimum number of shares such that the Bid Amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the Bid cum Application Form and the RHP/Prospectus, or as advertised by the Issuer, as the case may be. Non-Institutional Bidders and QIBs are not allowed to Bid at “Cut-off Price”.

(d) RII may revise or withdraw their bids till closure of the bidding period. QIBs and NIIs cannot withdraw or lower their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after bidding and are required to pay the Bid Amount upon submission of the Bid.

(e) In case the Bid Amount reduces to ₹ 200,000 or less due to a revision of the Price Band, Bids by the Non-Institutional Bidders who are eligible for allocation in the Retail Category would be considered for allocation under the Retail Category.

(f) For Anchor Investors, if applicable, the Bid Amount shall be least ₹ 10 crores. One-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors. Bids by various schemes of a Mutual Fund shall be aggregated to determine the Bid Amount. A Bid cannot be submitted for more than 60% of the QIB Portion under the Anchor Investor Portion. Anchor Investors cannot withdraw their Bids or lower the size of their Bids (in terms of quantity of Equity Shares or the Bid Amount) at any stage after the Anchor Investor Bid/

Offer Period and are required to pay the Bid Amount at the time of submission of the Bid. In case the Anchor Investor Offer Price is lower than the Offer Price, the balance amount shall be payable as per the pay-in-date mentioned in the revised CAN. In case the Offer Price is lower than the Anchor Investor Offer Price, the amount in excess of the Offer Price paid by the Anchor Investors shall not be refunded to them.

(g) A Bid cannot be submitted for more than the Offer size.

(h) The maximum Bid by any Bidder including QIB Bidder should not exceed the investment limits prescribed for them under the applicable laws.

(i) The price and quantity options submitted by the Bidder in the Bid cum Application Form may be treated as optional bids from the Bidder and may not be cumulated. After determination of the Offer Price, the highest number of Equity Shares Bid for by a Bidder at or above the Offer Price may be considered for allotment and the rest of the Bid(s), irrespective of the Bid Amount may automatically become invalid. This is not applicable in case of FPOs undertaken through Alternate Book Building Process (For details of bidders may refer to (Section 5.6 (e))

4.1.4.2 **Multiple Bids**

(a) Bidder should submit only one Bid cum Application Form. Bidder shall have the option to make a maximum of Bids at three different price levels in the Bid cum Application Form and such options are not considered as multiple Bids.

Submission of a second Bid cum Application Form to either the same or to another Designated Intermediary and duplicate copies of Bid cum Application Forms bearing the same application number shall be treated as multiple Bids and are liable to be rejected.

(b) Bidders are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple Bids:

(i) All Bids may be checked for common PAN as per the records of the Depository. For Bidders other than Mutual Funds and FII sub-accounts, Bids bearing the same PAN may be treated as multiple Bids by a Bidder and may be rejected.

(ii) For Bids from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Bidders, the Bid cum Application Forms may be checked for common DP ID and Client ID. Such Bids which have the same DP ID and Client ID may be treated as multiple Bids and are liable to be rejected.

(c) The following Bids may not be treated as multiple Bids:

(i) Separate Bids by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Bids clearly indicate the scheme for which the Bid has been made.

(ii) Bids by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iii) Bids by Anchor Investors under the Anchor Investor Portion and the QIB Category.

(iv) Bids by Reserved Categories Bidding in their respective Reservation Portion as well as bids made by them in the Net Offer portion in public category.

4.1.5 **FIELD NUMBER 5: CATEGORY OF BIDDERS**

(a) The categories of Bidders identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, NIIs and QIBs.

(b) Up to 60% of the QIB Category can be allocated by the Issuer, on a discretionary basis subject to the criteria of minimum and maximum number of anchor investors based on allocation size, to the Anchor Investors, in accordance with SEBI ICDR Regulations with one-third of the Anchor Investor Portion reserved for domestic Mutual Funds subject to valid Bids being received at or above the Offer Price. For details regarding allocation to Anchor Investors, bidders may refer to the RHP/Prospectus.

(c) An Issuer can make reservation for certain categories of Bidders/Applicants as permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, Bidders/Applicants may refer to the RHP/Prospectus.

(d) The SEBI ICDR Regulations, specify the allocation or allotment that may be made to various categories of Bidders in the Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Offer specific details in relation to allocation Bidder/Applicant may refer to the RHP/Prospectus.

4.1.6 **FIELD NUMBER 6: INVESTOR STATUS**

(a) Each Bidder/Applicant should check whether it is eligible to apply under applicable law and ensure that any prospective allotment to it in the Offer is in compliance with the investment restrictions under applicable law.

(b) Certain categories of Bidders/Applicants, such as NRIs, FPIs and FVCIs may not be allowed to Bid/Apply in the Offer or hold Equity Shares exceeding certain limits specified under applicable law. Bidders/Applicants are requested to refer to the RHP/Prospectus for more details.

(c) Bidders/Applicants should check whether they are eligible to apply on non-repatriation basis or repatriation basis and should accordingly provide the investor status. Details regarding investor status are different in the Resident Bid cum Application Form and Non-Resident Bid cum Application Form.

(d) Bidders/Applicants should ensure that their investor status is updated in the Depository records.

4.1.7 **FIELD NUMBER 7: PAYMENT DETAILS**

(a) The full Bid Amount (net of any Discount, as applicable) shall be blocked in a Bidder's ASBA Account based on the authorisation provided by the Bidder in the ASBA Form. If the Discount is applicable in the Offer, the RIIs should indicate the full Bid Amount in the Bid cum Application Form and the funds shall be blocked in respect of the Bid Amount net of Discount. Only in cases where the RHP/Prospectus indicates that part payment may be made, such an option can be exercised by the Bidder. In case of Bidders specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less Discount offered, if any.

(b) Bidders who Bid at Cut-off price shall arrange to block the Bid Amount based on the Cap Price.

(c) All Bidders (except Anchor Investors) are required to Bid through the ASBA process.

(d) Bid Amount cannot be paid in cash, through money order or through postal order.

4.1.7.1 **Instructions for Anchor Investors:**

(a) Anchor Investors may submit their Bids with a BRLM.

(b) Payments by Anchor Investors are required to be made through direct credit, RTGS or NEFT.

(c) The Escrow Collection Bank shall maintain the monies in the Escrow Account for and on behalf of the Anchor Investors until the Designated Date.

4.1.7.2 **Payment instructions for Bidders**

(a) Bidders may submit the ASBA Form either

(i) in electronic mode through the internet banking facility offered by an SCSB authorising blocking of funds that are available in the ASBA account specified in the Bid cum Application Form, or

(ii) in physical mode to a Designated Intermediary at a Bidding Centre.

(b) Bidders must specify the Bank Account number in the Bid cum Application Form. The Bid cum Application Form submitted by a Bidder and which is accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB, will not be accepted.

(c) Bidders should ensure that the Bid cum Application Form is also signed by the ASBA Account holder(s) if the Bidder is not the ASBA Account holder;

(d) Bidders shall note that that for the purpose of blocking funds under ASBA facility clearly demarcated funds shall be available in the account.

(e) From one ASBA Account, a maximum of five Bid cum Application Forms can be submitted.

(f) Bidders should submit the Bid cum Application Form only at a Bidding Centre i.e to the respective member of the Syndicate at the Specified Locations, the SCSBs, the Registered Broker at the Broker Centres, the RTA at the Designated RTA Locations or CDP at the Designated CDP Locations.

(g) Bidders bidding through a Designated Intermediary other than an SCSB should note that the ASBA Forms submitted to the Designated Intermediary may not be accepted by the Designated Intermediary, if the SCSB where the ASBA Account, as specified in the Bid cum Application Form, is maintained has not named at least one branch at that location for such Designated Intermediary to deposit Bid cum Application Forms.

(h) Bidders bidding directly through the SCSBs should ensure that the ASBA Form is submitted to a Designated Branch of a SCSB where the ASBA Account is maintained.

(i) Upon receipt of the ASBA Form, the Designated Branch of the SCSB may verify if sufficient funds equal to the Bid Amount are available in the ASBA Account, as mentioned in the Bid cum Application Form.

(j) If sufficient funds are available in the ASBA Account, the SCSB may block an amount equivalent to the Bid Amount mentioned in the ASBA Form and for application directly submitted to SCSB by investor, may enter each Bid option into the electronic bidding system as a separate Bid.

(k) If sufficient funds are not available in the ASBA Account, the Designated Branch of the SCSB may not accept such Bids on the Stock Exchange platform and such bids are liable to be rejected.

(l) Upon submission of a completed Bid cum Application Form each Bidder may be deemed to have agreed to block the entire Bid Amount and authorised the Designated Branch of the SCSB to block the Bid Amount specified in the Bid cum Application Form in the ASBA Account maintained with the SCSBs.

(m) The Bid Amount may remain blocked in the aforesaid ASBA Account until finalisation of the Basis of allotment and consequent transfer of the Bid Amount against the Allotted Equity Shares to the Public Offer Account, or until withdrawal or failure of the Offer, or until withdrawal or rejection of the Bid, as the case may be.

(n) SCSBs bidding in the Offer must apply through an Account maintained with any other SCSB; else their Bids are liable to be rejected.

4.1.7.2.1 **Unblocking of ASBA Account**

(a) Once the Basis of Allotment is approved by the Designated Stock Exchange, the Registrar to the Offer may provide the following details to the controlling branches of each SCSB, along with instructions to unblock the relevant bank accounts and for successful applications transfer the requisite money to the Public Offer Account designated for this purpose, within the specified timelines: (i) the number of Equity Shares to be Allotted against each Bid, (ii) the amount to be transferred from the relevant bank account to the Public Offer Account, for each Bid, (iii) the date by which funds referred to in (ii) above may be transferred to the Public Offer Account, and (iv) details of rejected ASBA Bids, if any, along with reasons for rejection and details of withdrawn or unsuccessful Bids, if any, to enable the SCSBs to unblock the respective bank accounts.

(b) On the basis of instructions from the Registrar to the Offer, the SCSBs may transfer the requisite amount against each successful Bidder to the Public Offer Account and may unblock the excess amount, if any, in the ASBA Account.

(c) In the event of withdrawal or rejection of the Bid cum Application Form and for unsuccessful Bids, the Registrar to the Offer may give instructions to the SCSB to unblock the Bid Amount in the relevant ASBA Account within six Working Days of the Bid/ Offer Closing Date.

4.1.7.3 **Additional Payment Instructions for NRIs**

The Non-Resident Indians who intend to make payment through Non-Resident Ordinary (NRO) accounts shall use the form meant for Resident Indians (non-repatriation basis). In the case of Bids by Eligible NRI Bidders applying on a repatriation basis, payment shall not be accepted out of NRO Account.

4.1.7.4 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) Bidders applying under RII category, Retail Individual Shareholder and Employees are only eligible for discount. For Discounts offered in the Offer, Bidders may refer to the RHP/Prospectus.

(c) The Bidders entitled to the applicable Discount in the Offer may make payment for an amount i.e. the Bid Amount less Discount (if applicable).

Bidder may note that in case the net amount blocked (post Discount) is more than two lakh rupees (under the RII category) or more than five lakh rupees (under the Employee Reservation Portion), the bidding system automatically considers such applications for allocation under Non-Institutional Category. These applications are neither eligible for Discount nor fall under RII category nor the Employee Reservation Portion.

4.1.8 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS**

(a) Only the First Bidder/Applicant is required to sign the Bid cum Application Form/Application Form. Bidders/Applicants should ensure that signatures are in one of the languages specified in the Eighth Schedule to the Constitution of India.

(b) If the ASBA Account is held by a person or persons other than the Bidder/Applicant, then the

Signature of the ASBA Account holder(s) is also required.

(c) In relation to the ASBA Bids/Applications, signature has to be correctly affixed in the authorisation/undertaking box in the Bid cum Application Form/Application Form, or an authorisation has to be provided to the SCSB via the electronic mode, for blocking funds in the ASBA Account equivalent to the Bid Amount mentioned in the Bid cum Application Form/Application Form.

(d) Bidders/Applicants must note that Bid cum Application Form/Application Form without signature of Bidder/Applicant and /or ASBA Account holder is liable to be rejected.

4.1.9 **ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

(a) Bidders should ensure that they receive the Acknowledgement Slip duly signed and stamped by the relevant Designated Intermediary for submission of the ASBA Form.

(b) All communications in connection with Bids/Applications made in the Offer should be addressed as under:

(i) In case of queries related to Allotment, non-receipt of Allotment Advice, credit of allotted equity shares, refund orders, the Bidders/Applicants should contact the Registrar to the Offer.

(ii) In case of ASBA Bids submitted to the Designated Branches of the SCSBs, the Bidders/Applicants should contact the relevant Designated Branch of the SCSB.

(iii) In case of queries relating to uploading of Bids by a Designated Intermediary other than an SCSB, the Bidders/Applicants should contact the relevant Designated Intermediary.

(iv) Bidder/Applicant may contact the Company Secretary and Compliance Officer or BRLMs in case of any other complaints in relation to the Offer.

(d) The following details (as applicable) should be quoted while making any queries –

(i) full name of the First or Sole Bidder/Applicant, Bid cum Application Form number, Applicants/Bidders, DP ID, Client ID, PAN, number of Equity Shares applied for, amount blocked on application.

(ii) name and address of the Designated Intermediary where the Bid was submitted; and

(iii) The ASBA Account number in which the amount equivalent to the Bid Amount was blocked.

For further details, Bidder/Applicant may refer to the RHP/ Prospectus and the Bid cum Application Form.

4.2 INSTRUCTIONS FOR FILING THE REVISION FORM

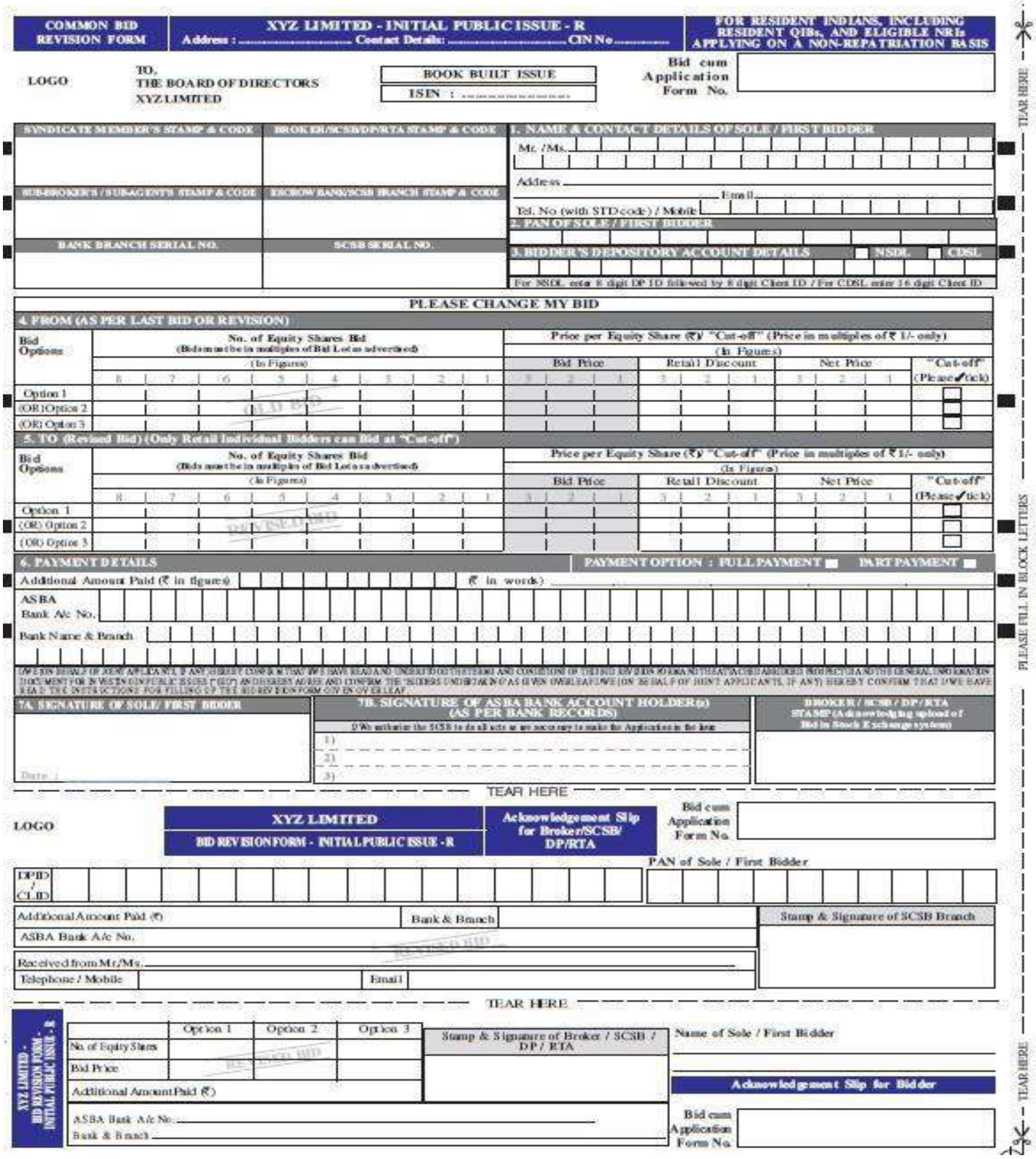
(a) During the Bid/ Offer Period, any Bidder/Applicant (other than QIBs and NIIs, who can only revise their bid upwards) who has registered his or her interest in the Equity Shares at a particular price level is free to revise his or her Bid within the Price Band using the Revision Form, which is a part of the Bid cum Application Form.

(b) RII may revise or withdraw their bids till closure of the bidding period.

(c) Revisions can be made in both the desired number of Equity Shares and the Bid Amount by using the Revision Form.

(d) The Bidder/Applicant can make this revision any number of times during the Bid/ Offer Period. However, for any revision(s) in the Bid, the Bidders/Applicants will have to use the services of the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid. Bidders/Applicants are advised to retain copies of the blank Revision Form and the Bid(s) must be made only in such Revision Form or copies thereof.

A sample Revision form is reproduced below:



COMMON BID REVISION FORM

XYZ LIMITED - INITIAL PUBLIC ISSUE - R

Address : .... Contact Details: .... CIN No ....

FOR RESIDENT INDIANS, INCLUDING RESIDENT QIBs, AND ELIGIBLE NRIs APPLYING ON A NON-REPATRIATION BASIS

LOGO

TO,
THE BOARD OF DIRECTORS
XYZ LIMITED

BOOK BUILT ISSUE

ISIN : ....

Bid cum Application Form No.

SYNDICATE MEMBER'S STAMP & CODE | BROKER/SCSB/DP/RTA STAMP & CODE

SUB-BROKER'S / SUB-AGENT'S STAMP & CODE | ESCROW BANK/SCSB BRANCH STAMP & CODE

BANK BRANCH SERIAL NO. | SCSB SERIAL NO.

1. NAME & CONTACT DETAILS OF SOLE / FIRST BIDDER

Mr. / Ms.

Address

Email

Tel. No (with STD code) / Mobile

2. PAN OF SOLE / FIRST BIDDER

3. BIDDER'S DEPOSITORY ACCOUNT DETAILS NSDL CDSL

For NSDL enter 8 digit DP ID followed by 8 digit Client ID / For CDSL enter 16 digit Client ID

PLEASE CHANGE MY BID

4. FROM (AS PER LAST BID OR REVISION)

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

OLD BID

5. TO (Revised Bid) (Only Retail Individual Bidders can Bid at "Cut-off")

Bid Options	No. of Equity Shares Bid (Bids must be in multiples of Bid Lot as advertised) (In Figures)	Price per Equity Share (₹)/ "Cut-off" (Price in multiples of ₹ 1/- only) (In Figures) Bid Price	Retail Discount	Net Price	"Cut-off" (Please ✓ tick)
	8 7 6 5 4 3 2 1	3 2 1	3 2 1	3 2 1	
Option 1					
(OR) Option 2					
(OR) Option 3					

REVISED BID

6. PAYMENT DETAILS

PAYMENT OPTION : FULL PAYMENT PART PAYMENT

Additional Amount Paid (₹ in figures) (₹ in words)

ASBA Bank A/c No.

Bank Name & Branch

7A. SIGNATURE OF SOLE/ FIRST BIDDER

Date :

7B. SIGNATURE OF ASBA BANK ACCOUNT HOLDER(s) (AS PER BANK RECORDS)

I/We authorize the SCSB to do all acts as are necessary to make the Application in the Issue

1)

2)

3)

BROKER / SCSB / DP / RTA STAMP (Acknowledging upload of Bid in Stock Exchange system)

TEAR HERE

LOGO

XYZ LIMITED

BID REVISION FORM - INITIAL PUBLIC ISSUE - R

Acknowledgement Slip for Broker/SCSB/ DP/RTA

Bid cum Application Form No.

PAN of Sole / First Bidder

DPID / CLID

Additional Amount Paid (₹) | Bank & Branch

ASBA Bank A/c No.

Received from Mr./Ms.

Telephone / Mobile | Email

Stamp & Signature of SCSB Branch

TEAR HERE

XYZ LIMITED - BID REVISION FORM - INITIAL PUBLIC ISSUE - R

	Option 1	Option 2	Option 3
No. of Equity Shares			
Bid Price			
Additional Amount Paid (₹)			

ASBA Bank A/c No.

Bank & Branch

Stamp & Signature of Broker / SCSB / DP / RTA

Name of Sole / First Bidder

Acknowledgement Slip for Bidder

Bid cum Application Form No.

TEAR HERE

PLEASE FILL IN BLOCK LETTERS

Instructions to fill each field of the Revision Form can be found on the reverse side of the Revision Form. Other than instructions already highlighted at paragraph 4.1 above, point wise instructions regarding filling up various fields of the Revision Form are provided below:

4.2.1 **FIELDS 1, 2 AND 3: NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Bidders/Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.2.2 **FIELD 4 AND 5: BID OPTIONS REVISION 'FROM' AND 'TO'**

(a) Apart from mentioning the revised options in the Revision Form, the Bidder/Applicant must also mention the details of all the bid options given in his or her Bid cum Application Form or earlier Revision Form. For example, if a Bidder/Applicant has Bid for three options in the Bid cum Application Form and such Bidder/Applicant is changing only one of the options in the Revision Form, the Bidder/Applicant must still fill the details of the other two options that are not being revised, in the Revision Form. The Designated Intermediaries may not accept incomplete or inaccurate Revision Forms.

(b) In case of revision, Bid options should be provided by Bidders/Applicants in the same order as provided in the Bid cum Application Form.

(c) In case of revision of Bids by RIIs, Employees and Retail Individual Shareholders, such Bidders/Applicants should ensure that the Bid Amount, subsequent to revision, does not exceed ₹ 200,000 (₹ 500,000 in case of Employees). In case the Bid Amount for any Bid by the RIIs exceeds ₹ 200,000 (₹ 500,000 in case of Employees) due to revision of the Bid or for any other reason, the Bid may be considered, subject to eligibility, for allocation under the Non-Institutional Category, not being eligible for Discount (if applicable) and such Bid may be rejected if it is at the Cut-off Price. The Cut-off Price option is given only to the RIIs, Employees and Retail Individual Shareholders indicating their agreement to Bid for and purchase the Equity Shares at the Offer Price as determined at the end of the Book Building Process.

(d) In case the total amount (i.e., original Bid Amount plus additional payment) exceeds ₹ 200,000, (excluding the Bids by Employees under the Employee Reservation Portion) the Bid will be considered for allocation under the Non-Institutional Portion in terms of the RHP/Prospectus. If, however, the RII does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for shall be adjusted downwards for the purpose of allocation, such that no additional payment would be required from the RII and the RII is deemed to have approved such revised Bid at Cut-off Price.

(e) In case of a downward revision in the Price Band, RIIs and Bids by Employees who have Bid at the Cut-off Price could either revise their Bid or the excess amount paid at the time of Bidding may be unblocked after finalisation of the basis of allotment.

4.2.3 **FIELD 6: PAYMENT DETAILS**

(a) All Bidders/Applicants are required to authorise that the full Bid Amount (less Discount (if applicable) is blocked in the ASBA Accounts. In case of Bidders/Applicants specifying more than one Bid Option in the Bid cum Application Form, the total Bid Amount may be calculated for the highest of three options at net price, i.e. Bid price less discount offered, if any.

(b) Bidder/Applicant may issue instructions to block the revised amount based on cap of the revised Price Band (adjusted for the Discount (if applicable) in the ASBA Account, to the same Designated Intermediary through whom such Bidder/Applicant had placed the original Bid to enable the relevant SCSB to block the additional Bid Amount, if any.

(c) In case the total amount (i.e., original Bid Amount less discount (if applicable) plus additional payment) exceeds ₹ 200,000 (excluding the Bids by Employees under the Employee Reservation Portion), the Bid may be considered for allocation under the Non-Institutional Category in terms of the RHP/Prospectus. If, however, the Bidder/Applicant does not either revise the Bid or make additional payment and the Offer Price is higher than the cap of the Price Band prior to revision, the number of Equity Shares Bid for may be adjusted downwards for the purpose of allotment, such that no additional payment is required from the Bidder/Applicant and the Bidder/Applicant is deemed to have approved such revised Bid at the Cut-off Price.

(d) In case of a downward revision in the Price Band, RIIs, Employees and Retail Individual Shareholders, who have Bid at the Cut-off Price, could either revise their Bid or the excess amount blocked at the time of Bidding may be unblocked after finalisation of the basis of allotment.

4.2.4 **FIELDS 7: SIGNATURES AND ACKNOWLEDGEMENTS**

Bidders/Applicants may refer to instructions contained at paragraphs 4.1.8 and 4.1.9 for this purpose.

4.3 INSTRUCTIONS FOR FILING APPLICATION FORM IN ISSUES MADE OTHER THAN THROUGH THE BOOK BUILDING PROCESS (FIXED PRICE ISSUE)

4.3.1 **FIELDS 1, 2, 3 NAME AND CONTACT DETAILS OF SOLE/FIRST BIDDER/APPLICANT, PAN OF SOLE/FIRST BIDDER/APPLICANT AND DEPOSITORY ACCOUNT DETAILS OF THE BIDDER/APPLICANT**

Applicants should refer to instructions contained in paragraphs 4.1.1, 4.1.2 and 4.1.3.

4.3.2 **FIELD 4: PRICE, APPLICATION QUANTITY AND AMOUNT**

(a) The Issuer may mention Price or Price band in the draft Prospectus. However a prospectus registered with RoC contains one price or coupon rate (as applicable).

(b) **Minimum Application Value and Bid Lot:** The Issuer, in consultation with the Lead Managers to the Offer (LM) may decide the minimum number of Equity Shares for each Bid to ensure that the minimum application value is within the range of ₹ 10,000 to ₹ 15,000. The minimum Lot size is accordingly determined by an Issuer on basis of such minimum application value.

(c) Applications by RIIs, Retail Individual Shareholders, must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 200,000 and applications by Employees must be for such number of shares so as to ensure that the application amount payable does not exceed ₹ 500,000.

(d) Applications by other investors must be for such minimum number of shares such that the application amount exceeds ₹ 200,000 and in multiples of such number of Equity Shares thereafter, as may be disclosed in the application form and the Prospectus, or as advertised by the Issuer, as the case may be.

(e) An application cannot be submitted for more than the Offer size.

(f) The maximum application by any Applicant should not exceed the investment limits prescribed for them under the applicable laws.

(g) **Multiple Applications:** An Applicant should submit only one Application Form. Submission of a second Application Form to either the same or other SCSB and duplicate copies of Application Forms bearing the same application number shall be treated as multiple applications and are liable to be rejected.

(h) Applicants are requested to note the following procedures may be followed by the Registrar to the Offer to detect multiple applications:

(i) All applications may be checked for common PAN as per the records of the Depository. For Applicants other than Mutual Funds, Bids bearing the same PAN may be treated as multiple applications by a Bidder/Applicant and may be rejected.

(ii) For applications from Mutual Funds and FII sub-accounts, submitted under the same PAN, as well as Bids on behalf of the PAN Exempted Applicants, the Application Forms may be checked for common DP ID and Client ID. In any such applications which have the same DP ID and Client ID, these may be treated as multiple applications and may be rejected.

(i) The following applications may not be treated as multiple Bids:

(i) Separate applications by Mutual Funds in respect of more than one scheme of the Mutual Fund provided that the Applications clearly indicate the scheme for which the Bid has been made.

(ii) Applications by Mutual Funds submitted with the same PAN but with different beneficiary account numbers, Client IDs and DP IDs.

(iii) Applications by Reserved Categories in their respective reservation portion as well as that made by them in the Offer portion in public category.

4.3.3 **FIELD NUMBER 5: CATEGORY OF APPLICANTS**

(a) The categories of applicants identified as per the SEBI ICDR Regulations for the purpose of Bidding, allocation and allotment in the Offer are RIIs, individual applicants other than RII's and other investors (including corporate bodies or institutions, irrespective of the number of specified securities applied for).

(b) An Issuer can make reservation for certain categories of Applicants permitted under the SEBI ICDR Regulations. For details of any reservations made in the Offer, applicants may refer to the Prospectus.

(c) The SEBI ICDR Regulations specify the allocation or allotment that may be made to various categories of applicants in the Offer depending upon compliance with the eligibility conditions. Details pertaining to allocation are disclosed on reverse side of the Revision Form. For Issue specific details in relation to allocation applicant may refer to the Prospectus.

4.3.4 **FIELD NUMBER 6: INVESTOR STATUS**

Applicants should refer to instructions contained in paragraphs 4.1.6.

4.3.5 **FIELD 7: PAYMENT DETAILS**

(a) All Applicants (other than Anchor Investors) are required to make use of ASBA for applying in the Offer.

(b) Application Amount cannot be paid through cheques and demand drafts or in cash, through money order or through postal order or through stock invest.

4.3.5.1 **Payment instructions for ASBA Applicants**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.

4.3.5.2.1 **Unblocking of ASBA Account**

Applicants should refer to instructions contained in paragraphs 4.1.7.2.1.

4.3.5.2 **Discount** (if applicable)

(a) The Discount is stated in absolute rupee terms.

(b) RIIs, Employees and Retail Individual Shareholders are only eligible for discount. For Discounts offered in the Offer, applicants may refer to the Prospectus.

(c) The Applicants entitled to the applicable Discount in the Offer may authorise blocking of an amount i.e. the Application Amount less Discount (if applicable).

4.3.6 **FIELD NUMBER 8: SIGNATURES AND OTHER AUTHORISATIONS AND ACKNOWLEDGEMENT AND FUTURE COMMUNICATION**

Applicants should refer to instructions contained in paragraphs 4.1.8 and 4.1.9.

4.4 SUBMISSION OF BID CUM APPLICATION FORM/ REVISION FORM/APPLICATION FORM

4.4.1 **Bidders/Applicants may submit completed ASBA Form / Revision Form in the following manner:-**

Mode of Application	Submission of Bid cum Application Form
Application by Anchor Investors	To the BRLMs at the locations specified in the Anchor Investor Application Form
Applications by other Bidders	(a) To members of the Syndicate in the Specified Locations or Registered Brokers at the Broker Centres, or the RTA at the Designated RTA Location or the DP at the Designated CDP Locations. (b) To the Designated branches of the SCSBs

(a) Bidders/Applicants should submit the Revision Form to the same Designated Intermediary through which such Bidder/Applicant had placed the original Bid.

(b) Upon submission of the ASBA Form, the Bidder/Applicant will be deemed to have authorised the Issuer to make the necessary changes in the RHP and the Bid cum Application Form as would be required for filing Prospectus with the Registrar of Companies (RoC) and as would be required by the RoC after such filing, without prior or subsequent notice of such changes to the relevant Bidder/Applicant.

(c) Upon determination of the Offer Price and registration of the Prospectus with the RoC, the ASBA Form will be considered as the application form.

SECTION 5: ISSUE PROCEDURE IN BOOK BUILT ISSUE

Book Building, in the context of the Offer, refers to the process of collection of Bids within the Price Band or above the Floor Price and determining the Offer Price based on the Bids received as detailed in Schedule XI of SEBI ICDR Regulations. The Offer Price is finalised after the Bid/ Offer Closing Date. Valid Bids received at or above the Offer Price are considered for allocation in the Offer, subject to applicable regulations and other terms and conditions.

5.1 SUBMISSION OF BIDS

(a) During the Bid/ Offer Period, Bidders/Applicants may approach the Designated Intermediaries to submit and register their Bids. Anchor Investors who are interested in subscribing for the Equity Shares should approach the BRLMs to register their Bids.

(b) In case of Bidders/Applicants (excluding NIIs and QIBs) bidding at Cut-off Price, the Bidders/Applicants may instruct the SCSBs to block Bid Amount based on the Cap Price less discount (if applicable).

(c) For details of the timing on acceptance and upload of Bids in the Stock Exchanges Platform

Bidders/Applicants are requested to refer to the RHP.

5.2 ELECTRONIC REGISTRATION OF BIDS

(a) The Designated Intermediaries may register the Bids using the on-line facilities of the Stock Exchanges. The Designated Intermediaries can also set up facilities for off-line electronic registration of Bids, subject to the condition that they may subsequently upload the off-line data file into the online facilities for Book Building on a regular basis before the closure of the Offer.

(b) On the Bid/ Offer Closing Date, the Designated Intermediaries may upload the Bids till such time as may be permitted by the Stock Exchanges and as disclosed in the Draft Red Herring Prospectus and the Red Herring Prospectus.

(c) Only Bids that are uploaded on the Stock Exchanges Platform are considered for allocation/ Allotment. The Designated Intermediaries are given up to one day after the Bid/ Offer Closing Date to modify select fields uploaded in the Stock Exchange Platform during the Bid/ Offer Period after which the Stock Exchange(s) send the bid information to the Registrar for validation of the electronic bid details with the Depository's records.

5.3 BUILD UP OF THE BOOK

(a) Bids received from various Bidders/Applicants through the Designated Intermediaries may be electronically uploaded on the Bidding Platform of the Stock Exchanges on a regular basis. The book gets built up at various price levels. This information may be available with the BRLMs at the end of the Bid/ Offer Period.

(b) Based on the aggregate demand and price for Bids registered on the Stock Exchanges Platform, a graphical representation of consolidated demand and price as available on the websites of the Stock Exchanges may be made available at the bidding centres during the Bid/ Offer Period.

5.4 WITHDRAWAL OF BIDS

(a) RIIs can withdraw their Bids until the Bid/ Offer Closing Date. In case a RII wishes to withdraw the Bid during the Bid/ Offer Period, the same can be done by submitting a request for the same to the concerned Designated Intermediary who shall do the requisite, including unblocking of the funds by the SCSB in the ASBA Account.

(b) The Registrar to the Offer shall give instruction to the SCSB for unblocking the ASBA Account upon or after finalisation of the basis of allotment. QIBs and NIIs can neither withdraw nor lower the size of their Bids at any stage.

5.5 REJECTION AND RESPONSIBILITY FOR UPLOAD OF BIDS

(a) The Designated Intermediaries are individually responsible for the acts, mistakes or errors or omission in relation to

(i) the Bids accepted by the Designated Intermediaries,

(ii) the Bids uploaded by the Designated Intermediaries, or

(iii) the Bid cum application forms accepted but not uploaded by the Designated Intermediaries.

Any RIB whose Bid has not been considered for Allotment, due to failures on the part of the SCSB may seek redressal from the concerned SCSB within three months of the listing date in accordance with the circular SEBI/HO/CFD/DIL2/CIR/P/2018/22 dated February 15, 2018.

(b) The BRLMs and their affiliate Syndicate Members, as the case may be, may reject Bids if all the information required is not provided and the Bid cum Application Form is incomplete in any respect.

(c) The SCSBs shall have no right to reject Bids, except in case of unavailability of adequate funds in the ASBA account or on technical grounds.

(d) In case of QIB Bidders, only the (i) SCSBs (for Bids other than the Bids by Anchor Investors); and (ii) the BRLMs and their affiliate Syndicate Members (only in the specified locations) have the right to reject bids. However, such rejection shall be made at the time of receiving the Bid and only after assigning a reason for such rejection in writing.

(e) All bids by QIBs, NIIs and RIIs Bids can be rejected on technical grounds listed herein.

5.5.1 **GROUNDS FOR TECHNICAL REJECTIONS**

Bid cum Application Forms/Application Form can be rejected on the below mentioned technical grounds either at the time of their submission to the Designated Intermediaries or at the time of finalisation of the Basis of Allotment. Bidders/Applicants are advised to note that the Bids/Applications are liable to be rejected, inter-alia, on the following grounds, which have been detailed at various placed in this GID:-

(a) Bid/Applications accompanied by cash, demand draft, cheque, money order, postal order or any mode of payment other than blocked amounts in the ASBA Account maintained with an SCSB;

(b) Bid/Application by persons not competent to contract under the Indian Contract Act, 1872, as amended, (other than minors having valid Depository Account as per Demographic Details provided by Depositories);

(c) Bids/Applications by OCBs;

(d) In case of partnership firms, Bid/Application for Equity Shares made in the name of the firm. However, a limited liability partnership can apply in its own name;

(e) In case of Bids/Applications under power of attorney or by limited companies, corporate, trust etc., relevant documents are not being submitted along with the Bid cum application form;

(f) Bids/Applications by persons prohibited from buying, selling or dealing in the shares directly or indirectly by SEBI or any other regulatory authority;

(g) Bids/Applications by any person outside India if not in compliance with applicable foreign and Indian laws;

(h) DP ID and Client ID not mentioned in the Bid cum Application Form/Application Form;

(i) PAN not mentioned in the Bid cum Application Form/Application Form except for Bids/Applications by or on behalf of the Central or State Government and officials appointed by the court and by the investors residing in the State of Sikkim, provided such claims have been verified by the Depository Participant;

(j) In case no corresponding record is available with the Depositories that matches the DP ID, the Client ID and the PAN;

(k) Bids/Applications for lower number of Equity Shares than the minimum specified for that category of investors;

(l) Bids/Applications at a price less than the Floor Price and Bids/Applications at a price more than the Cap Price;

(m) Bids/Applications at Cut-off Price by NIIs and QIBs;

(n) The amounts mentioned in the Bid cum Application Form/Application Form do not tally with the amount payable for the value of the Equity Shares Bid/Applied for;

(o) Bids/Applications for amounts greater than the maximum permissible amounts prescribed by the regulations;

(p) Submission of more than five Bid cum Application Forms/Application Form through a single ASBA Account;

(q) Bids not uploaded in the Stock Exchanges bidding system

(r) Bids/Applications for number of Equity Shares which are not in multiples Equity Shares which are not in multiples as specified in the RHP;

(s) Multiple Bids/Applications as defined in this GID and the RHP/Prospectus;

(t) Bid cum Application Forms/Application Forms are not delivered by the Bidders/Applicants within the time prescribed as per the Bid cum Application Forms/Application Form, Bid/ Offer Opening Date advertisement and as per the instructions in the RHP and the Bid cum Application Forms;

(u) Inadequate funds in the bank account to block the Bid/Application Amount specified in the ASBA Form at the time of blocking such Bid/Application Amount in the bank account;

(v) Where no confirmation is received from SCSB for blocking of funds;

(w) Bids/Applications by Bidders (other than Anchor Investors) that are not submitted through ASBA process;

(x) ASBA Bids/Applications submitted to a Designated Intermediary at locations other than the Bidding Centres, submitted to the Escrow Collecting Banks (assuming that such bank is not a SCSB where the ASBA Account is maintained), to the issuer or the Registrar to the Offer;

(y) Bids/Applications not uploaded on the terminals of the Stock Exchanges;

(z) Bids/Applications by SCSBs wherein a separate account in its own name held with any other SCSB is not mentioned as the ASBA Account in the Bid cum Application Form/Application Form.

5.6 BASIS OF ALLOCATION

(a) The SEBI ICDR Regulations specify the allocation or Allotment that may be made to various categories of Bidders/Applicants in the Offer depending on compliance with the eligibility conditions. Certain details pertaining to the percentage of Offer size available for allocation to each category is disclosed overleaf of the Bid cum Application Form and in the RHP / Prospectus. For details in relation to allocation, the Bidder/Applicant may refer to the RHP / Prospectus.

(b) Under-subscription in any category (except for the QIB Portion) is allowed to be met with spill-over from any other category or combination of categories at the discretion of the Issuer in consultation with the BRLMs and the Designated Stock Exchange and in accordance with the SEBI ICDR Regulations. Unsubscribed portion in QIB category is not available for subscription to other categories.

(c) A Bid by an Employee in the Employee Reservation Portion will be considered for allocation, in the first instance, for a Bid Amount of up to ₹ 200,000. In the event of under-subscription in the

Employee Reservation Portion (post the initial allocation of up to ₹ 200,000 per Employee), the unsubscribed portion will be available for allocation and Allotment, proportionately to all Employees who have Bid in excess of ₹ 200,000, subject to the maximum value of Allotment made to such Employee not exceeding ₹ 500,000(which shall be less the Employee Discount, if applicable).For further details on allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP. In case of under subscription in the Offer, spill-over to the extent of such under-subscription may be permitted from the Reserved Portion to the Offer. For allocation in the event of an under-subscription applicable to the Issuer, Bidders/Applicants may refer to the RHP.

(d) **Illustration of the Book Building and Price Discovery Process**

Bidders should *note that this example is solely for illustrative purposes and is not specific to the Offer; it also excludes bidding by Anchor Investors.*

Bidders can bid at any price within the Price Band. For instance, assume a Price Band of ₹ 20 to ₹ 24 per share, Offer size of 3,000 Equity Shares and receipt of five Bids from Bidders, details of which are shown in the table below. The illustrative book given below shows the demand for the Equity Shares of the Issuer at various prices and is collated from Bids received from various investors.

Bid Quantity	Bid Amount (*in ₹*)	Cumulative Quantity	Subscription (*in %*)
500	24	500	16.67
1,000	23	1,500	50
1,500	22	3,000	100
2,000	21	5,000	166.67
2,500	20	7,500	250

The price discovery is a function of demand at various prices. The highest price at which the Issuer is able to Issue the desired number of Equity Shares is the price at which the book cuts off, i.e., ₹ 22 in the above example. The Issuer, in consultation with the BRLMs may finalise the Offer Price at or below such Cut-Off Price, i.e., at or below ₹ 22. All Bids at or above this Offer Price and cut-off Bids are valid Bids and are considered for allocation in the respective categories.

(e) **Alternate Method of Book Building**

In case of FPOs, Issuers may opt for an alternate method of Book Building in which only the Floor Price is specified for the purposes of bidding ("Alternate Book Building Process").

The Issuer may specify the Floor Price in the RHP or advertise the Floor Price at least one Working Day prior to the Bid/ Offer Opening Date. QIBs may Bid at a price higher than the Floor Price and the Allotment to the QIBs is made on a price priority basis. The Bidder with the highest Bid Amount is allotted the number of Equity Shares Bid for and then the second highest Bidder is Allotted Equity Shares and this process continues until all the Equity Shares have been allotted. RIIs, NIIs and Employees are Allotted Equity Shares at the Floor Price and allotment to these categories of Bidders is made proportionately. If the number of Equity Shares Bid for at a price is more than available quantity then the allotment may be done on a proportionate basis. Further, the Issuer may place a cap either in terms of number of specified securities or percentage of issued capital of the Issuer that may be allotted to a single Bidder, decide whether a Bidder be allowed to revise the bid upwards or downwards in terms of price and/or quantity and also decide whether a Bidder be allowed single or multiple bids.

SECTION 6: ISSUE PROCEDURE IN FIXED PRICE ISSUE

Applicants may note that there is no Bid cum Application Form in a Fixed Price Issue. As the Offer Price is mentioned in the Fixed Price Issue therefore on filing of the Prospectus with the RoC, the Application so submitted is considered as the application form.

Applicants may only use the specified Application Form for the purpose of making an Application in terms of the Prospectus which may be submitted through a Designated Intermediary.

ASBA Applicants may submit an Application Form either in physical form to the Syndicate Members or Registered Brokers or the Designated Branches of the SCSBs or in the electronic form to the SCSB or the Designated Branches of the SCSBs authorising blocking of funds that are available in the bank account specified in the Application Form only ("ASBA Account"). The Application Form is also made available on the websites of the Stock Exchanges at least one day prior to the Bid/ Offer Opening Date.

In a fixed price Offer, allocation in the offer to the public category is made as follows: minimum fifty per cent to Retail Individual Bidders; and remaining to (i) individual investors other than Retail Individual Bidders; and (ii) other Applicants including corporate bodies or institutions, irrespective of the number of specified securities applied for. The unsubscribed portion in either of the categories specified above may be allocated to the Applicants in the other category.

For details of instructions in relation to the Application Form, Bidders/Applicants may refer to the relevant section the GID.

SECTION 7: ALLOTMENT PROCEDURE AND BASIS OF ALLOTMENT

The allotment of Equity Shares to Bidders/Applicants other than Retail Individual Bidders and Anchor Investors may be on proportionate basis. For Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to RHP/Prospectus. No Retail Individual Bidder will be allotted less than the minimum Bid Lot subject to availability of shares in Retail Individual Bidders Category and the remaining available shares, if any will be allotted on a proportionate basis. The Issuer is required to receive a minimum subscription of 90% of the Offer (excluding any Offer for Sale of specified securities). However, in case the Offer is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

7.1 ALLOTMENT TO RIIs

Bids received from the RIIs at or above the Offer Price may be grouped together to determine the total demand under this category. If the aggregate demand in this category is less than or equal to the Retail Category at or above the Offer Price, full Allotment may be made to the RIIs to the extent of the valid Bids. If the aggregate demand in this category is greater than the allocation to in the Retail Category at or above the Offer Price, then the maximum number of RIIs who can be Allotted the minimum Bid Lot will be computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot ("**Maximum RII Allottees**"). The Allotment to the RIIs will then be made in the following manner:

(a) In the event the number of RIIs who have submitted valid Bids in the Offer is equal to or less than Maximum RII Allottees, (i) all such RIIs shall be Allotted the minimum Bid Lot; and (ii) the balance available Equity Shares, if any, remaining in the Retail Category shall be Allotted on a proportionate basis to the RIIs who have received Allotment as per (i) above for the balance demand of the Equity Shares Bid by them (i.e. who have Bid for more than the minimum Bid Lot).

(b) In the event the number of RIIs who have submitted valid Bids in the Offer is more than Maximum RII Allottees, the RIIs (in that category) who will then be allotted minimum Bid Lot shall be determined on the basis of draw of lots.

7.2 ALLOTMENT TO NIIs

Bids received from NIIs at or above the Offer Price may be grouped together to determine the total demand under this category. The allotment to all successful NIIs may be made at or above the Offer Price. If the aggregate demand in this category is less than or equal to the Non-Institutional Category at or above the Offer Price, full allotment may be made to NIIs to the extent of their demand. In case the aggregate demand in this category is greater than the Non-Institutional Category at or above the Offer Price, allotment may be made on a proportionate basis up to a minimum of the Non-Institutional Category.

7.3 ALLOTMENT TO QIBs

For the Basis of Allotment to Anchor Investors, Bidders/Applicants may refer to the SEBI ICDR Regulations or RHP / Prospectus. Bids received from QIBs bidding in the QIB Category (net of Anchor Portion) at or above the Offer Price may be grouped together to determine the total demand under this category. The QIB Category may be available for allotment to QIBs who have Bid at a price that is equal to or greater than the Offer Price. Allotment may be undertaken in the following manner:

(a) In the first instance allocation to Mutual Funds for up to 5% of the QIB Category may be determined as follows: (i) In the event that Bids by Mutual Fund exceeds 5% of the QIB Category, allocation to Mutual Funds may be done on a proportionate basis for up to 5% of the QIB Category; (ii) In the event that the aggregate demand from Mutual Funds is less than 5% of the QIB Category then all Mutual Funds may get full allotment to the extent of valid Bids received above the Offer Price; and (iii) Equity Shares remaining unsubscribed, if any and not allocated to Mutual Funds may be available for allotment to all QIBs as set out at paragraph 7.4(b) below;

(b) In the second instance, allotment to all QIBs may be determined as follows: (i) In the event of oversubscription in the QIB Category, all QIBs who have submitted Bids above the Offer Price may be Allotted Equity Shares on a proportionate basis for up to 95% of the QIB Category; (ii) Mutual Funds, who have received allocation as per (a) above, for less than the number of Equity Shares Bid for by them, are eligible to receive Equity Shares on a proportionate basis along with other QIBs; and (iii) Under-subscription below 5% of the QIB Category, if any, from Mutual Funds, may be included for allocation to the remaining QIBs on a proportionate basis.

7.4 ALLOTMENT TO ANCHOR INVESTOR (IF APPLICABLE)

(a) Allocation of Equity Shares to Anchor Investors at the Anchor Investor Offer Price will be at the discretion of the Issuer, in consultation with the BRLMs, subject to compliance with the following requirements:

(i) not more than 60% of the QIB Portion will be allocated to Anchor Investors;

(ii) one-third of the Anchor Investor Portion shall be reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to other Anchor Investors; and

(iii) allocation to Anchor Investors shall be on a discretionary basis and subject to:

- a maximum number of two Anchor Investors for allocation up to ₹ 10 crores;
- a minimum number of two Anchor Investors and maximum number of 15 Anchor Investors for allocation of more than ₹ 10 crores and up to ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor; and
- a minimum number of five Anchor Investors and maximum number of 25 Anchor Investors for allocation of more than ₹ 250 crores subject to minimum allotment of ₹ 5 crores per such Anchor Investor.

(b) A physical book is prepared by the Registrar on the basis of the Anchor Investor Application Forms received from Anchor Investors. Based on the physical book and at the discretion of the Issuer, in consultation with the BRLMs, selected Anchor Investors will be sent a CAN and if required, a revised CAN.

(c) **In the event that the Offer Price is higher than the Anchor Investor Offer Price:** Anchor

Investors will be sent a revised CAN within one day of the Pricing Date indicating the number of Equity Shares allocated to such Anchor Investor and the pay-in date for payment of the balance amount. Anchor Investors are then required to pay any additional amounts, being the difference between the Offer Price and the Anchor Investor Offer Price, as indicated in the revised CAN within the pay-in date referred to in the revised CAN. Thereafter, the Allotment Advice will be issued to such Anchor Investors.

(d) **In the event the Offer Price is lower than the Anchor Investor Offer Price:** Anchor Investors who have been Allotted Equity Shares will directly receive Allotment Advice.

7.5 BASIS OF ALLOTMENT FOR QIBs (OTHER THAN ANCHOR INVESTORS), NIIs AND RESERVED CATEGORY IN CASE OF OVER-SUBSCRIBED ISSUE

In the event of the Offer being over-subscribed, the Issuer may finalise the Basis of Allotment in consultation with the Designated Stock Exchange in accordance with the SEBI ICDR Regulations.

The allocation may be made in marketable lots, on a proportionate basis as explained below:

(a) Bidders may be categorised according to the number of Equity Shares applied for;

(b) The total number of Equity Shares to be Allotted to each category as a whole may be arrived at on a proportionate basis, which is the total number of Equity Shares applied for in that category (number of Bidders in the category multiplied by the number of Equity Shares applied for) multiplied by the inverse of the over-subscription ratio;

(c) The number of Equity Shares to be Allotted to the successful Bidders may be arrived at on a proportionate basis, which is total number of Equity Shares applied for by each Bidder in that category multiplied by the inverse of the over-subscription ratio;

(d) In all Bids where the proportionate allotment is less than the minimum bid lot decided per Bidder, the allotment may be made as follows: the successful Bidders out of the total Bidders for a category may be determined by a draw of lots in a manner such that the total number of Equity Shares Allotted in that category is equal to the number of Equity Shares calculated in accordance with (b) above; and each successful Bidder may be Allotted a minimum of such Equity Shares equal to the minimum Bid Lot finalised by the Issuer;

(e) If the proportionate allotment to a Bidder is a number that is more than the minimum Bid lot but is not a multiple of one (which is the marketable lot), the decimal may be rounded off to the higher whole number if that decimal is 0.5 or higher. If that number is lower than 0.5 it may be rounded off to the lower whole number. Allotment to all bidders in such categories may be arrived at after such rounding off; and

(f) If the Equity Shares allocated on a proportionate basis to any category are more than the Equity Shares Allotted to the Bidders in that category, the remaining Equity Shares available for allotment may be first adjusted against any other category, where the Allotted Equity Shares are not sufficient for proportionate allotment to the successful Bidders in that category. The balance Equity Shares, if any, remaining after such adjustment may be added to the category comprising Bidders applying for minimum number of Equity Shares.

7.6 DESIGNATED DATE AND ALLOTMENT OF EQUITY SHARES

(a) **Designated Date:** On the Designated Date, the Escrow Collection Bank shall transfer the funds represented by allocation of Equity Shares to Anchor Investors from the Escrow Account, as per the terms of the Escrow Agreement, into the Public Offer Account with the Bankers to the Offer. The balance amount after transfer to the Public Offer Account shall be transferred to the Refund Account. Payments of refund to the Bidders applying in the Anchor Investor Portion shall also be made from the Refund Account as per the terms of the Escrow Agreement and the RHP. On the Designated Date, the Registrar to the Offer shall instruct the SCSBs to unblock funds represented by allocation of Equity Shares from ASBA Accounts into the Public Offer Account.

(b) **Issuance of Allotment Advice:** Upon approval of the Basis of Allotment by the Designated Stock Exchange, the Registrar shall upload the same on its website. On the basis of the approved Basis of Allotment, the Issuer shall pass necessary corporate action to facilitate the Allotment and credit of Equity Shares. Bidders/Applicants **are advised to instruct their Depository Participant to accept the Equity Shares that may be allotted to them pursuant to the Offer.**

Pursuant to confirmation of such corporate actions, the Registrar will dispatch Allotment Advice to the Bidders/Applicants who have been Allotted Equity Shares in the Offer.

(c) The dispatch of Allotment Advice shall be deemed a valid, binding and irrevocable contract.

(d) Issuer will ensure that: (i) the Allotment of Equity Shares; and (ii) credit of shares to the successful Bidders/Applicants Depository Account will be completed within six Working Days of the Bid/ Issue Closing Date.

SECTION 8: INTEREST AND REFUNDS

8.1 COMPLETION OF FORMALITIES FOR LISTING AND COMMENCEMENT OF TRADING

The Issuer shall ensure that all steps for the completion of the necessary formalities for listing and commencement of trading at all the Stock Exchanges are taken within six Working Days of the Bid/ Offer Closing Date. The Registrar to the Offer may initiate corporate action for credit to Equity Shares the beneficiary account with the Depositories, and dispatch the Allotment Advice within six Working Days of the Bid/ Offer Closing Date.

If there is a delay beyond the prescribed time after the Issuer becomes liable to pay the amount received from Bidders, then the Issuer and every director of the Issuer who is an officer in default may on and from expiry of 15 Working Days, be jointly and severally liable to repay the money, with interest at rates prescribed under applicable law.

8.2 GROUNDS FOR REFUND

8.2.1 NON RECEIPT OF LISTING PERMISSION

An Issuer makes an application to the Stock Exchange(s) for permission to deal in/list and for an official quotation of the Equity Shares. All the Stock Exchanges from where such permission is sought are disclosed in RHP/Prospectus. The Designated Stock Exchange may be as disclosed in the RHP/Prospectus with which the Basis of Allotment may be finalised.

If the Issuer fails to make application to the Stock Exchange(s) and obtain permission for listing of the Equity Shares, in accordance with the provisions of Section 40 of the Companies Act, 2013, the Issuer may be punishable with a fine which shall not be less than five lakh rupees but which may extend to fifty lakh rupees and every officer of the Issuer who is in default shall be punishable with imprisonment for a term which may extend to one year or with fine which shall not be less than fifty thousand rupees but which may extend to three lakh rupees, or with both.

If the permissions to deal in and for an official quotation of the Equity Shares are not granted by any of the Stock Exchange(s), the Issuer may forthwith take steps to refund, without interest, all moneys received from the Bidders/Applicants in pursuance of the RHP/Prospectus.

8.2.2 NON RECEIPT OF MINIMUM SUBSCIPTION

If the Issuer does not receive a minimum subscription of 90% of the Offer (excluding any offer for sale of specified securities), including devolvement to the Underwriters, the Issuer may forthwith, without interest take steps to unblock the entire subscription amount received within six Working Days of the Bid/ Offer Closing Date and repay, without interest, all subscription amounts received from Anchor Investors. In case the Issue is in the nature of Offer for Sale only, then minimum subscription may not be applicable.

If such money is not refunded to the Bidders/Applicants within the prescribed time after the Issuer becomes liable to repay it, then the Issuer and every director of the Issuer who is an officer in default may, on and from such expiry of such period, be liable to repay the money, with interest at such rate, as disclosed in the RHP/Prospectus.

8.2.3 MINIMUM NUMBER OF ALLOTTEES

The Issuer may ensure that the number of prospective Allottees to whom Equity Shares may be allotted may not be less than 1,000 failing which the entire application monies may be refunded forthwith.

8.2.4 IN CASE OF ISSUES MADE UNDER COMPULSORY BOOK BUILDING

In case an Issuer not eligible under Regulation 26(1) of the SEBI ICDR Regulations comes for an Offer under Regulation 26(2) of SEBI (ICDR) Regulations, 2009 but fails to allot at least 75% of the Offer to QIBs, in such case full subscription money is to be refunded.

8.3 MODE OF REFUND

(a) **In case of ASBA Bids:** Within six Working Days of the Bid/ Offer Closing Date, the Registrar to the Offer may give instructions to SCSBs for unblocking the amount in ASBA Accounts of unsuccessful Bidders and also for any excess amount blocked on Bidding/Application.

(b) **In case of Anchor Investors:** Within six Working Days of the Bid/ Offer Closing Date may dispatch refunds for all amounts payable to unsuccessful Anchor Investors.

(c) In case of Anchor Investors, the Registrar to the Offer may obtain from the Depositories the Bidders/Applicants" bank account details, including the MICR code, on the basis of the DP ID, Client ID and PAN provided by the Anchor Investors in their Anchor Investor Application Forms for refunds. Accordingly, Anchor Investors are advised to immediately update their details as appearing on the records of their DPs. Failure to do so may result in delays in dispatch of refunds orders or refunds through electronic transfer of funds, as applicable, and any such delay may be at the Anchor Investors" sole risk and neither the Issuer, the Selling Shareholder, the Registrar to the Offer, the Escrow Collection Bank, or the Syndicate, may be liable to compensate the Anchor Investors for any losses caused to them due to any such delay, or liable to pay any interest for such delay.

(d) In the case of Bids from Eligible NRI Bidders, FIIs,FPIs and QFIs, refunds, if any, may generally be payable in Indian Rupees only and net of bank charges and/or commission. If so desired, such payments in Indian Rupees may be converted into U.S. Dollars or any other freely convertible currency as may be permitted by the RBI at the rate of exchange prevailing at the time of remittance and may be dispatched by registered post. The Issuer and the Selling Shareholder may not be responsible for loss, if any, incurred by the Bidder/Applicant on account of conversion of foreign currency.

8.3.1 Electronic modes of making refunds to Anchor Investors

The payment of refund to Anchor Investors, if any, may be done through various modes as mentioned below:

(a) **NACH—**National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Bidders/Applicants having an account at any of the centres specified by the RBI where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Bidders/Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where the Bidder/Applicant is otherwise disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS;

(b) **NEFT—** Payment of refund may be undertaken through NEFT wherever the branch of the Anchor Investor's bank is NEFT enabled and has been assigned the Indian Financial System Code **("IFSC"),** which can be linked to the MICR of that particular branch. The IFSC Code may be obtained from the website of RBI as at a date prior to the date of payment of refund, duly mapped with MICR numbers. Wherever the Anchor Investors have registered their nine-digit MICR number and their bank account number while opening and operating the demat account, the same may be duly mapped with the IFSC Code of that particular bank branch and the payment of refund may be made to the Anchor Investors through this method. In the event NEFT is not operationally feasible, the payment of refunds may be made through any one of the other modes as discussed in this section;

(c) **Direct Credit—** Anchor Investors having their bank account with the Refund Banks may be eligible to receive refunds, if any, through direct credit to such bank account; and

(d) **RTGS—** Anchor Investors having a bank account at any of the centres notified by SEBI where clearing houses are managed by the RBI, may have the option to receive refunds, if any, through RTGS.

For details of levy of charges, if any, for any of the above methods, Bank charges, if any, for cashing such cheques, pay orders or demand drafts at other centres etc, Anchor Investors may refer to RHP/Prospectus.

Please note that refunds through the abovementioned modes shall be credited only to the bank account from which the Bid Amount was remitted by the Anchor Investor to the Escrow Collection Bank.

8.4 INTEREST IN CASE OF DELAY IN ALLOTMENT OR REFUND

The Issuer may pay interest at rates prescribed under applicable laws if refund orders are not dispatched or if, in a case where the refund or portion thereof is made in electronic manner, the refund instructions have not been given to the clearing system in the disclosed manner and/or demat credits are not made to Bidders/Applicants or instructions for unblocking of funds in the ASBA Account are not dispatched within the six Working days of the Bid/Issue Closing Date.

SECTION 9: GLOSSARY AND ABBREVIATIONS

Unless the context otherwise indicates or implies, certain definitions and abbreviations used in this document have the meaning as provided below. References to any legislation, act or regulation may be to such legislation, act or regulation as amended from time to time. In case of inconsistency in the description of a term mentioned below and the description ascribed to such term in other section of this Red Herring Prospectus, the description as ascribed to such term in the in the other section of this Red Herring Prospectus shall prevail.

Term	Description
Allotment/ Allot/ Allotted	The allotment of Equity Shares pursuant to the Offer to successful Bidders/Applicants
Allottee	A Bidder/Applicant to whom the Equity Shares are Allotted
Allotment Advice	Note or advice or intimation of Allotment sent to the Bidders/Applicants who have been allotted Equity Shares after the Basis of Allotment has been approved by the designated Stock Exchanges
Anchor Investor	A Qualified Institutional Buyer, applying under the Anchor Investor Portion in accordance with the requirements specified in SEBI ICDR Regulations.
Anchor Investor Application Form	The form used by an Anchor Investor to make a Bid in the Anchor Allotment in terms of the Red Herring Prospectus and Prospectus.
Escrow Account	An account opened with the Escrow Collection Bank and in whose favour the Anchor Investors may transfer money through NEFT/RTGS/direct credit in respect of the Bid

Term	Description
	Amount when submitting a Bid
Anchor Investor Portion	Up to 60% of the QIB Portion which may be allocated by the Issuer, in consultation with the BRLMs, to Anchor Investors on a discretionary basis. One-third of the Anchor Investor Portion is reserved for domestic Mutual Funds, subject to valid Bids being received from domestic Mutual Funds at or above the price at which allocation is being done to Anchor Investors
Application Supported by Blocked Amount/ (ASBA)/ASBA	An application, whether physical or electronic, used by Bidders/Applicants to make a Bid and authorising an SCSB to block the Bid Amount in the specified bank account maintained with such SCSB
Application Supported by Blocked Amount Form/ASBA Form	An application from, whether physical or electronic, used by Bidders/Applicants, which will be considered as the application for Allotment in terms of the Red Herring Prospectus and the Prospectus
ASBA Account	Account maintained with an SCSB which may be blocked by such SCSB to the extent of the Bid Amount of the Bidder/Applicant
Bidder/Applicant	Prospective Bidders/Applicants in the Offer who Bid/apply through ASBA
Banker(s) to the Offer/ Escrow Collection Bank(s)/ Collecting Banker	The banks which are clearing members and registered with SEBI as Banker to the Offer with whom the Escrow Account may be opened, and as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Basis of Allotment	The basis on which the Equity Shares may be Allotted to successful Bidders/Applicants under the Offer
Bid	An indication to make an offer during the Bid/Offer Period by a prospective Bidder pursuant to submission of Bid cum Application Form or during the Anchor Investor Bidding Date by the Anchor Investors, to subscribe for or purchase the Equity Shares of the Issuer at a price within the Price Band, including all revisions and modifications thereto. In case of issues undertaken through the fixed price process, all references to a Bid should be construed to mean an Application
Bid Amount	The highest value of the optional Bids indicated in the Bid cum Application Form and payable by the Bidder upon submission of the Bid (except for Anchor Investors), less discounts (if applicable). In case of issues undertaken through the fixed price process, all references to the Bid Amount should be construed to mean the Application Amount.
Bid cum Application Form	The Anchor Investor Application Form or the ASBA Form, as the context requires
Bid /Offer Closing Date	Except in the case of Anchor Investors (if applicable), the date after which the Designated Intermediaries may not accept any Bids for the Offer, which may be notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Closing Date
Bid/Offer Opening Date	The date on which the Designated Intermediaries may start accepting Bids for the Offer, which may be the date notified in an English national daily, a Hindi national daily and a regional language newspaper at the place where the registered office of the Issuer is situated, each with wide circulation. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Opening Date
Bid/Offer Period	Except in the case of Anchor Investors (if applicable), the period between the Bid/Offer Opening Date and the Bid/Offer Closing Date inclusive of both days and during which prospective Bidders/Applicants (other than Anchor Investors) can submit their Bids, inclusive of any revisions thereof. The Issuer may consider closing the Bid/ Offer Period for QIBs one working day prior to the Bid/Offer Closing Date in accordance with the SEBI ICDR Regulations. Applicants/bidders may refer to the RHP/Prospectus for the Bid/ Offer Period
Bidder/Applicant	Any prospective investor who makes a Bid pursuant to the terms of the RHP/Prospectus and the Bid cum Application Form. In case of issues undertaken through the fixed price process, all references to a Bidder/Applicant should be construed to mean a Bidder/Applicant
Book Built Process/ Book Building Process/ Book	The book building process as provided under SEBI ICDR Regulations in terms of which the Offer is being made

Term	Description
Building Method	
Broker Centres	Broker centres notified by the Stock Exchanges, where Bidders/Applicants can submit the Bid cum Application Forms/Application Form to a Registered Broker. The details of such broker centres, along with the names and contact details of the Registered Brokers are available on the websites of the Stock Exchanges.
BOOK RUNNING LEAD MANAGERS/ BRLMs/ Book Running Lead Managers/ Lead Managers/ LMs	The BOOK RUNNING LEAD MANAGERS/ Book Running Lead Managers to the Offer as disclosed in the RHP/Prospectus and the Bid cum Application Form of the Issuer. In case of issues undertaken through the fixed price process, all references to the Book Running Lead Managers/ Book Running Lead Managers should be construed to mean the Lead Managers or LMs
Business Day	Monday to Friday (except public holidays)
CAN/Confirmation of Allotment Note	Note or intimation of allocation of Equity Shares sent to each Anchor Investor who have been allocated Equity Shares after the Anchor Investor Bidding Date.
Cap Price	The higher end of the Price Band, above which the Offer Price and the Anchor Investor Offer Price may not be finalised and above which no Bids may be accepted
Client ID	Client Identification Number maintained with one of the Depositories in relation to demat account
Category III FPI	FPIs who are registered as “Category III foreign portfolio investors” under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
Collecting Depository Participant(s) or CDP(s)	A depository participant as defined under the Depositories Act, 1996, registered with SEBI and who is eligible to procure Bids at the Designated CDP Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Companies Act	The Companies Act, 1956 or the Companies Act, 2013, as the context requires.
Cut-off Price	Offer Price, finalised by the Issuer, in consultation with the BRLMs, which can be any price within the Price Band. Only RIIs, Retail Individual Shareholders and Employees are entitled to Bid at the Cut-off Price. No other category of Bidders/Applicants are entitled to Bid at the Cut-off Price
DP	Depository Participant
DP ID	Depository Participant’s Identification Number
Depositories	National Securities Depository Limited and Central Depository Services (India) Limited
Demographic Details	Details of the Bidders/Applicants including the Bidder/Applicant’s address, name of the Applicant’s father/husband, investor status, occupation and bank account details
Designated Branches	Such branches of the SCSBs which may collect the Bid cum Application Forms used by Bidders/Applicants (other than Anchor Investors) and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Designated CDP Locations	Such locations where Bidders can submit the ASBA Forms to Collecting Depository Participants. The details of such Designated CDP Locations, along with names and contact details of the Collecting Depository Participants eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com), as updated from time to time
Designated Date	The date on which the Escrow Collection Bank(s) transfer funds from the Escrow Account to the Public Offer Account in terms of the Red Herring Prospectus or the amounts blocked by the SCSBs are transferred from the ASBA Accounts of successful Allottees to the Public Offer Account, following which the board of directors may give delivery instructions for the transfer of the Equity Shares constituting the Offer for Sale.
Designated Intermediaries	The Syndicate, Sub-Syndicate Members/agents, SCSBs, Registered Brokers, CDPs and RTAs, who are authorised to collect ASBA Forms from the Bidders, in relation to the Offer
Designated RTA Locations	Such locations where Bidders can submit the ASBA Forms to RTAs. The details of such Designated RTA Locations, along with names and contact details of

Term	Description
	the RTAs eligible to accept ASBA Forms are available on the respective websites of the Stock Exchanges (www.bseindia.com and www.nseindia.com)
Designated Stock Exchange	The designated stock exchange as disclosed in the RHP/Prospectus of the Issuer
Discount	Discount to the Offer Price that may be provided to Bidders/Applicants in accordance with the SEBI ICDR Regulations.
Draft Prospectus	The draft prospectus filed with SEBI in case of Fixed Price Issues and which may mention a price or a Price Band
Employees	Employees of an Issuer as defined under SEBI ICDR Regulations and including, in case of a new company, persons in the permanent and full time employment of the promoting companies excluding the Promoter and immediate relatives of the promoter. For further details Bidder/Applicant may refer to the RHP/Prospectus
Equity Shares	Equity shares of the Issuer
Escrow Agreement	Agreement to be entered into among the Issuer, the Registrar to the Offer, the Book Running Lead Managers, the Escrow Collection Banks and the Refund Banks for collection of the Bid Amounts from Anchor Investors and remitting refunds of the amounts collected to the Anchor Investors on the terms and conditions thereof
Escrow Collection Bank(s)	Refer to definition of Banker(s) to the Offer
FCNR Account	Foreign Currency Non-Resident Account
First Bidder/Applicant	The Bidder/Applicant whose name appears first in the Bid cum Application Form or Revision Form
Fixed Price Issue/Fixed Price Process/Fixed Price Method	The Fixed Price process as provided under SEBI ICDR Regulations
Floor Price	The lower end of the Price Band, at or above which the Offer Price and the Anchor Investor Offer Price may be finalised and below which no Bids may be accepted, subject to any revision thereto
FPI	Foreign portfolio investor registered under the Securities and Exchange Board of India (Foreign Portfolio Investors) Regulations, 2014.
FPO	Further public offering
Foreign Venture Capital Investors or FVCIs	Foreign Venture Capital Investors as defined and registered with SEBI under the SEBI (Foreign Venture Capital Investors) Regulations, 2000
IPO	Initial public offering
Issuer/ Company	The Issuer proposing the initial public offering/further public offering as applicable
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted in terms of the Prospectus. The Offer Price may be decided by the Issuer in consultation with the Book Running Lead Managers.
Maximum RII Allottees	The maximum number of RIIs who can be allotted the minimum Bid Lot. This is computed by dividing the total number of Equity Shares available for Allotment to RIIs by the minimum Bid Lot.
MICR	Magnetic Ink Character Recognition - nine-digit code as appearing on a cheque leaf
Mutual Fund	A mutual fund registered with SEBI under the SEBI (Mutual Funds) Regulations, 1996
Mutual Funds Portion	5% of the QIB Portion (excluding the Anchor Investor Portion) available for allocation to Mutual Funds only, being such number of equity shares as disclosed in the RHP/Prospectus and Bid cum Application Form
NACH	National Automated Clearing House which is a consolidated system of ECS. Payment of refund would be done through NACH for Applicants having an account at one of the centres specified by the RBI, where such facility has been made available. This would be subject to availability of complete bank account details including Magnetic Ink Character Recognition (MICR) code wherever applicable from the depository. The payment of refund through NACH is mandatory for Applicants having a bank account at any of the centres where NACH facility has been made available by the RBI (subject to availability of all information for crediting the refund through NACH including the MICR code as appearing on a cheque leaf, from the depositories), except where applicant is otherwise

Term	Description
	disclosed as eligible to get refunds through NEFT or Direct Credit or RTGS.
NEFT	National Electronic Fund Transfer
Net Offer	The Offer less reservation portion
NRE Account	Non-Resident External Account
NRI	NRIs from such jurisdictions outside India where it is not unlawful to make an offer or invitation under the Offer and in relation to whom the RHP/Prospectus constitutes an invitation to subscribe to or purchase the Equity Shares
NRO Account	Non-Resident Ordinary Account
Non-Institutional Investors or NIIs	All Bidders/Applicants, including sub accounts of FIIs registered with SEBI which are foreign corporate or foreign individuals and Category III FPIs that are not QIBs or RIBs and who have Bid for Equity Shares for an amount of more than ₹ 200,000 (but not including NRIs other than Eligible NRI Bidders)
Non-Institutional Category	The portion of the Offer being such number of Equity Shares available for allocation to NIIs on a proportionate basis and as disclosed in the RHP/Prospectus and the Bid cum Application Form
Non-Resident	A person resident outside India, as defined under FEMA and includes Eligible NRI Bidders, FIIs registered with SEBI, FVCIs registered with SEBI, FPIs and QFIs
OCB/Overseas Corporate Body	A company, partnership, society or other corporate body owned directly or indirectly to the extent of at least 60% by NRIs including overseas trusts, in which not less than 60% of beneficial interest is irrevocably held by NRIs directly or indirectly and which was in existence on October 3, 2003 and immediately before such date had taken benefits under the general permission granted to OCBs under FEMA
Offer	Public issue of Equity Shares of the Issuer including the Offer for Sale if applicable
Offer for Sale	Public offer of such number of Equity Shares as disclosed in the RHP/Prospectus through an offer for sale by the Selling Shareholder
Offer Price	The final price, less discount (if applicable) at which the Equity Shares may be Allotted to Bidders other than Anchor Investors, in terms of the Prospectus. Equity Shares will be Allotted to Anchor Investors at the Anchor Investor Offer Price The Offer Price may be decided by the Issuer, in consultation with the Book Running Lead Managers
Other Investors	Investors other than Retail Individual Bidders in a Fixed Price Issue. These include individual applicants other than Retail Individual Bidders and other investors including corporate bodies or institutions irrespective of the number of specified securities applied for.
PAN	Permanent Account Number allotted under the Income Tax Act, 1961
Price Band	Price Band with a minimum price, being the Floor Price and the maximum price, being the Cap Price and includes revisions thereof. The Price Band and the minimum Bid lot size for the Offer may be decided by the Issuer, in consultation with the Book Running Lead Managers and advertised, at least five working days in case of an IPO and one working day in case of FPO, prior to the Bid/ Offer Opening Date, in English national daily, Hindi national daily and regional language at the place where the registered office of the Issuer is situated, newspaper each with wide circulation.
Pricing Date	The date on which the Issuer, in consultation with the Book Running Lead Managers, finalise the Offer Price
Prospectus	The prospectus to be filed with the RoC in accordance with Section 26 of the Companies Act, 2013 after the Pricing Date, containing the Offer Price ,the size of the Offer and certain other information
Public Offer Account	A bank account opened with the Banker to the Offer to receive monies from the Escrow Account and from the ASBA Accounts on the Designated Date
QIB Portion	The portion of the Offer being such number of Equity Shares to be Allotted to QIBs on a proportionate basis
Qualified Institutional Buyers or QIBs	As defined under SEBI ICDR Regulations
RTGS	Real Time Gross Settlement

Term	Description
Red Herring Prospectus/ RHP	The red herring prospectus issued in accordance with Section 32 of the Companies Act, 2013 which does not have complete particulars of the price at which the Equity Shares are offered and the size of the Offer. The RHP may be filed with the RoC at least three days before the Bid/Offer Opening Date and may become a Prospectus upon filing with the RoC after the Pricing Date. In case of issues undertaken through the fixed price process, all references to the RHP should be construed to mean the Prospectus
Refund Account(s)	The account opened with Refund Bank(s), from which refunds to Bidders of the whole or part of the Bid Amount may be made.
Refund Bank(s)	Refund bank(s) as disclosed in the RHP/Prospectus and Bid cum Application Form of the Issuer
Registrar and Share Transfer Agents or RTAs	Registrar and share transfer agents registered with SEBI and eligible to procure Bids at the Designated RTA Locations in terms of circular no. CIR/CFD/POLICYCELL/11/2015 dated November 10, 2015 issued by SEBI.
Refunds through electronic transfer of funds	Refunds through NACH, Direct Credit, NEFT, RTGS or ASBA, as applicable
Registered Broker	Stock Brokers registered with the Stock Exchanges having nationwide terminals, other than the members of the Syndicate
Registrar to the Offer/RTI	The Registrar to the Offer as disclosed in the RHP/Prospectus and Bid cum Application Form
Retail Individual Bidders/ Retail Individual Investors / RIIs	Investors who applies or bids for a value of not more than ₹ 200,000.
Retail Individual Shareholders	Shareholders of a listed Issuer who applies or bids for a value of not more than ₹ 200,000.
Retail Category	The portion of the Offer being such number of Equity Shares available for allocation to RIIs which shall not be less than the minimum bid lot, subject to availability in RII category and the remaining shares to be allotted on proportionate basis.
Revision Form	The form used by the Bidders in an issue through Book Building process to modify the quantity of Equity Shares and/or bid price indicates therein in any of their Bid cum Application Forms or any previous Revision Form(s)
RoC	The Registrar of Companies
SEBI	The Securities and Exchange Board of India constituted under the Securities and Exchange Board of India Act, 1992
SEBI ICDR Regulations	The Securities and Exchange Board of India (Issue of Capital and Disclosure Requirements) Regulations, 2009
Self Certified Syndicate Bank(s) or SCSB(s)	A bank registered with SEBI, which offers the facility of ASBA and a list of which is available on http://www.sebi.gov.in/cms/sebi_data/attachdocs/1316087201341.html
Specified Locations	Refer to definition of Broker Centres
Stock Exchanges/ SE	The stock exchanges as disclosed in the RHP/Prospectus of the Issuer where the Equity Shares Allotted pursuant to the Offer are proposed to be listed
Syndicate	The Book Running Lead Managers, and the Syndicate Member(s)
Syndicate Agreement	The agreement to be entered into among the Issuer, and the Syndicate in relation to collection of ASBA Forms by Syndicate Members
Syndicate Member(s)/SM	The Syndicate Member(s) as disclosed in the RHP/Prospectus
Underwriters	The Book Running Lead Managers and the Syndicate Member(s)
Underwriting Agreement	The agreement amongst the Issuer, and the Underwriters to be entered into on or after the Pricing Date
Working Day	Working Day" means all days, other than the second and fourth Saturday of the month, Sunday or a public holiday, on which commercial banks in Mumbai are open for business; provided however, with reference to the time period between (a) announcement of Price Band; and (b) Bid/Offer Period, "Working Day" shall mean all days, excluding all Saturdays, Sundays or a public holiday, on which commercial banks in Mumbai are open for business; and with reference to the time period between the Bid/Offer Closing Date

Term	Description
	and the listing of the Equity Shares on the Stock Exchanges, "Working Day" shall mean all trading days of Stock Exchanges, excluding Sundays and bank holidays as per the SEBI Circular SEBI/HO/CFD/DIL/CIR/P/2016/26 dated January 21, 2016

RESTRICTIONS ON FOREIGN OWNERSHIP OF INDIAN SECURITIES

Foreign investment in Indian securities is regulated through the Industrial Policy, 1991 of the Government of India and FEMA. While the Industrial Policy, 1991 prescribes the limits and the conditions subject to which foreign investment can be made in different sectors of the Indian economy, FEMA regulates the precise manner in which such investment may be made. The Union Cabinet, as provided in the Cabinet Press Release dated May 24, 2017, has given its approval for phasing out the FIPB. Further, pursuant to office memorandum dated June 5, 2017 issued by the Department of Economic Affairs, Ministry of Finance, Government of India, the FIPB has been abolished. Accordingly, the process for foreign direct investment ("**FDI**") and approval from the Government of India will now be handled by the concerned ministries or departments, in consultation with the DIPP.

The Government of India has from time to time made policy pronouncements on FDI through press notes and press releases. The DIPP issued the Consolidated Foreign Direct Investment Policy notified by the DIPP D/o IPP F. No. 5(1)/2017-FC-1 effective from August 28, 2017 (the "**FDI Policy**"), consolidates and supersedes all previous press notes, press releases and clarifications on FDI issued by the DIPP that were in force and effect as on June 7, 2016. The Government of India proposes to update the consolidated circular on FDI Policy once every year and therefore, the FDI Policy will be valid until the DIPP issues an updated circular.

The transfer of shares between an Indian resident and a non-resident does not require the prior approval of the RBI or any other relevant authority, provided that (i) the activities of the investee company are under the automatic route under the FDI Policy and the transfer does not attract the provisions of the Takeover Regulations; (ii) the non-resident shareholding is within the sectoral limits under the FDI policy; and (iii) the pricing is in accordance with the guidelines prescribed by the SEBI/RBI.

As per the existing policy of the Government of India, OCBs cannot participate in the Offer.

The Equity Shares have not been and will not be registered under the U.S. Securities Act or with any securities regulatory authority of any state or other jurisdiction of the United States and may not be offered or sold within the United States, except pursuant to an exemption from, or in a transaction not subject to, the registration requirements of the U.S. Securities Act and applicable state securities laws. Accordingly, the Equity Shares are being offered and sold (i) in the United States only to persons reasonably believed to be "qualified institutional buyers" (as defined in Rule 144A under the U.S. Securities Act and referred to in this Draft Red Herring Prospectus as "U.S. QIBs", for the avoidance of doubt, the term "U.S. QIBs" does not refer to a category of institutional investor defined under applicable Indian regulations and referred to in the Draft Red Herring Prospectus as ― QIBs) pursuant to Rule 144A or another available exemption from the registration requirements of the U.S. Securities Act, and (ii) outside the United States only in offshore transactions in reliance on Regulation S under the U.S. Securities Act and pursuant to the applicable laws of the jurisdiction where those offers and sales occur.

The above information is given for the benefit of the Bidders. The Selling Shareholder, our Company and the BRLMs are not liable for any amendments or modification or changes in applicable laws or regulations, which may occur after the date of this Draft Red Herring Prospectus. Bidders are advised to make their independent investigations and ensure that the number of Offered Shares Bid for do not exceed the applicable limits under laws or regulations.

SECTION VIII –MAIN PROVISIONS OF THE ARTICLES OF ASSOCIATION

Pursuant to the Companies Act and the SEBI ICDR Regulations the main provisions of our Articles of Association relating to, among others, voting rights, dividend, lien, forfeiture, restrictions on transfer and transmission of Equity Shares or debentures and/or on their consolidation/splitting are detailed below. Please note that each provision herein below is numbered as per the corresponding article number in our Articles of Association and capitalised/defined terms herein have the same meaning given to them in our Articles. Subject to our Articles of Association, any words or expression defined in the Companies Act, 2013 shall, except so where the subject or context forbids; bear the same meaning in these Articles.

Article 1

1. **Interpretation —** Unless the context otherwise requires, words or expressions contained in these Articles shall bear the same meaning as in the Act or any statutory modification thereof in force at the date at which the Articles become binding on the Company.

2. In these presents, unless there be something in the subject or context inconsistent therewith:

   (a) “The Act" means the Companies Act, 2013 and includes where the context so admits any previous enactment or re-enactment or statutory modification thereof for the time being in force including applicable rules for the time being in force as prescribed under the Act.

   (b) “Applicable Laws” means the Act, and as appropriate, includes any statute, law, SEBI Listing Regulations, ordinance, rule, judgment, order, decree, bye-law, clearance, directive, guideline, policy, requirement, notifications and clarifications or other governmental instruction or any similar form of decision of, or determination by, or any interpretation or administration having the force of law of any of the foregoing, by any governmental authority having jurisdiction over the matter in question, or mandatory standards as may be applicable from time to time.

   (c) "These Articles" means these Articles of Association as originally framed or as from time to time altered by Special Resolution.

   (d) "The Board of Directors" or "the Board" or the “BoD” means a collective body of Directors so called and duly constituted to exercise all such powers and to do all such acts and things as the Company is authorized to exercise and do as per the Act through a Board Meeting or through resolution(s) passed by circulation as permitted by the Act.

   (e) "Capital" means the Capital for the time being raised or authorised to be raised for the purpose of the Company.

   (f) "Chairman" means the Chairman of the Company or of its Board of Directors or of the meetings of the BoD and / or its committees for the time being.

   (g) “Chairman & Managing Director” or CMD means individual appointed as the CMD of the Company.

   (h) “The Company" means the Ircon International Limited.

   (i) “Directors" or “the directors” means a director appointed to the Board of the Company.

   (j) “Dividend” includes any interim dividend.

   (k) “Financial year” means financial year as defined under the Act.

   (l) "Government Company" means a Government Company as defined in section 2(45) of the Act.

(m) "Independent Director" means an Independent Director referred to in sub-section (6) of section 149 of the Act.

(n) "Key Managerial Personnel"(KMP) mean such persons as defined in section 2(51) of Act.

(o) "The Managing Director" includes one or more persons appointed as such or any of such persons or Directors for the time being of the Company who may for the time being be the Managing Director of the Company.

(p) "Month" means a calendar month

(q) "The Office" means the Registered Office for the time being of the Company.

(r) "The President" means the President of India

(s) "Proxy" means a proxy appointed as per the Act.

(t) “Register" means the Register of the Company required to be kept pursuant to the Act or any other law for the time being in force.

(u) "The Registrar" means the Registrar of Companies of the State in which the Registered office of the Company is situated.

(v) "Seal" means the Common Seal for the time being of the Company.

(w) “Share” means share in the share capital of the Company and includes stock.

(x) “Stock Exchanges” means BSE Limited (“BSE”) and National Stock Exchange of India Limited of India Limited (NSE).

(y) “SEBI Listing Regulations” means the Securities and Exchange Board of India (Listing Obligations and Disclosure Requirements) Regulations, 2015, as amended.

(z) "Written" or "In writing" shall include printing, and any other mode of representing or reproducing words in a visible form in tune with the prevalent technology to the extent permitted by the Act.

(za) Words importing the singular number also include the plural number and vice versa.

(zb) Words importing persons include corporations and firms as well as individuals.

(zc) Words importing masculine gender also include the feminine gender.

Article 2

Table " F" not to apply — Save as reproduced in these Articles or made applicable by the Act, the regulations contained in Table 'F' in the First Schedule to the Act shall not apply to the Company.

Being a Government Company, certain provisions of the Companies Act, 2013 shall apply with such exceptions, modifications and adaptations as directed / notified by Central Government from time to time by virtue of powers conferred under section 462 of the Act.

Article 3

Public Company — The Company is a "Public Company" within the meaning of section 2(71) of the Act

Article 4

Company not to purchase its own shares — Save as permitted by section **67** of the Act, the funds of the Company shall not be employed in the purchase of, or lent on, the security of shares of the Company and the Company shall not give, directly or indirectly, any financial assistance, whether, by way of loan, guarantee, the provision of security or otherwise, for the purpose of or in connection with any purchase of or subscription for shares in the Company or any company of which it may, for the time being, be a subsidiary.

This Article shall not be deemed to affect the power of the Company to enforce repayment of loans to members or to exercise a lien as provided hereinafter.

Article 5

Company may buy back its own shares – Notwithstanding anything contained in these Articles, the Company may buy back its own shares or other securities as it may think proper subject to such limits, upon such terms and conditions, and subject to such approval as may be required under the Act and other Applicable Laws as prescribed by the SEBI, as amended from time to time.

Article 6

Authorised Share Capital — The Authorized Share Capital of the Company shall be such amounts and be divided into such shares as may, from time to time, be provided in Clause V of the Memorandum of Association with such rights, privileges and conditions attached thereto as are provided by the Company and with powers to the Company as permitted by the Act and Applicable Laws to increase, reduce or modify the said capital and to divide the shares of the company in to several classes and attach thereto preferential, qualified or special rights, privileges or conditions as may be determined by the Company subject to provisions of the Act and other Applicable Laws, and to vary, modify or abrogate any such rights, privileges or conditions in such manner as may for the time being be provided by the regulations of the Company and allowed by law.

Article 7

Allotment of Shares — Subject to such directions as the President may issue from time to time and subject to the provisions of the Act, and SEBI Rules and regulation where applicable and these article, the shares shall be under the control of the Board of Directors who may allot or dispose of the same, or any of them, to such persons, upon such terms and conditions, at such times, and upon such consideration as the Board may think fit.

Provided that option or right to call of shares shall not be given to any person or persons without the sanction of the Company in general meeting.

The Company may issue shares and debentures in accordance with the provisions of section 42, 55, 62, 63 and 71 of the Act and Rules made thereunder subject to Article 32.

Article 8

Commission, Brokerage, etc. — Subject to provision of Section 40 (6) of the Act and the Rules made there under, and subject to the Applicable Laws and subject to the terms of issue of the shares or debentures or any securities, as defined in the Securities Contracts (Regulation) Act, 1956, the Company may exercise the powers of paying commission, brokerage, discounts, etc.

Article 9

Instalments on shares to be duly paid — If by the conditions of allotment of any share, the whole or part of the amount or issue price thereof shall be payable by instalments, every such instalment shall, when due, be paid to the Company by the person who, for the time being, shall be the registered holder of the shares or by his executor or administrator.

Article 10

Liability of joint holders of shares — The joint holders of a share shall be severally as well as jointly liable for the payment of all instalments and calls due in respect of such share.

Article 11

***Who may be registered* —** Shares may be registered in the name of any person, company or other body corporate. Not more than four persons shall be registered as joint holders of any share.

SHARE CERTIFICATE

Article 12

(1) **Share Certificate —** Every person whose name is entered as a member **in** the register shall, without payment, be entitled to one or more share certificates in the marketable lot under the Common Seal of the Company specifying the share or shares held by him and the amount paid thereon. Provided that, in respect of a share or shares held jointly by several persons the Company shall not be bound to issue more than one certificate and delivery of a certificate for a share to one of several joint holders shall be sufficient delivery to all.

(2) The certificate of any shares or share in the Company shall be issued in accordance with the provisions of the Act and Rules thereunder.

(3) Further, in case the securities are held by the members in de-materialized form, no share certificate shall be issued.

Article 13

Issue of New Share Certificate (where shares are not in demat form) in place of one worn out, defaced, lost or destroyed — If a share certificate is worn out, defaced, mutilated, torn or old, decrepit, lost, destroyed, or where the pages on the reverse for recording transfer have been utilized may be renewed on payment of such fee, if any, and on such term, if any, as to evidence and indemnity as the Board of Directors may think fit.

CALL

Article 14

(1) **Calls on Shares —** The Board may, from time to time, make calls upon the members in respect of any moneys unpaid on their shares whether on account of the nominal value of the shares or by way of premium and not made payable at fixed times by the conditions of allotment thereof and specify the time or times of payments and place thereof and each member shall pay to the Company at the time or times and place so specified the amount called on his shares.

Provided, however, that the Board may, from time to time, at their discretion extend the time fixed for the payment of any call and may extend such time to all or any of the members but no member shall be entitled to such extension save as a matter of grace and favour.

(2) **When interest on Call payable —** If the sum payable in respect of any call be not paid on or before the day appointed for payment thereof, the holder for the time being or allottee of the share in respect of which a call shall have been made shall pay interest on the same, at such rate not exceeding 6 percent per annum as the Board shall fix, from the day appointed for the payment thereof to the time of actual payment, but the Board may waive payment of such interest wholly or in part.

(3) **Joint and Several Liability on Calls —** The joint holders of a share shall be jointly and severally liable to pay all calls in respect thereof.

(4) A call may be revoked or postponed at the discretion of the Board.

Article 15

(1) **Sums payable on allotment or at fixed date to be paid on due dates —** Any sum which by the terms of issue of a share becomes payable on allotment or at any fixed date, whether on account of the nominal value of the share or by way of premium, shall for the purposes of these regulations be deemed to be a call duly made and payable on the date on which by the terms of issue such sum becomes payable.

(2) **Interest on non-payment —** In case of non-payment of such sum, all the relevant provisions of these regulations as to payment of interest and expenses for future or otherwise shall apply as if such sum had become payable by virtue of a call duly made and notified.

(3) **Voluntary advances of uncalled share capital —** (a) The Board may if it thinks fit receive from any member willing to advance the same, all or any part of the moneys uncalled upon any shares held by him; and

Interest on advances of uncalled share capital — (b) upon all or any of the moneys so advanced may, until the same would but for such advance become presently payable, pay interest at such rate not exceeding, unless the Company in general meeting shall otherwise direct, six per cent per annum as may be agreed upon between the Board and the member paying the sum in advance and the Board of Directors may, at any time, repay the amount so advanced upon giving to such members three months notice in writing.

Money paid in advance of calls shall not in respect thereof confer a right to dividend or to participate in the profits of the Company.

FORFEITURE

Article 16

(1) **Forfeiture of Shares —** If a member fails to pay any call, or instalment of a call, on the day appointed for payment thereof, the Board may, at any time thereafter during such time as any part of the call or instalment remains unpaid, serve a notice on him requiring payment of so much of the call or instalment as is unpaid, together with any interest which may have accrued.

(2) The notice aforesaid shall:

(a) name a further day (not being earlier than the expiry of fourteen days from the date of service of the notice) on or before which the payment required by the notice is to be made; and

(b) state that in the event of non payment on or before the day so named, the shares in respect of which the call was made will be liable to be forfeited.

(3) If the requirements of any such notice as aforesaid are not complied with, any share in respect of which the notice has been given may, at any time thereafter before the payment required by the notice has been made, be forfeited by a resolution of the Board to that effect.

(4) A forfeited share may be sold or otherwise disposed of on such terms and in such manner as the Board thinks fit.

(5) At any time before a sale or disposal as aforesaid, the Board may cancel the forfeiture on such terms as it thinks fit.

Article 17

(1) **Liability to pay money owing at the time of Forfeiture —** A person whose shares have been forfeited shall cease to be a member in respect of the forfeited shares, but shall, notwithstanding the forfeiture, remain liable to pay to the Company all moneys which, at the date of forfeiture, were presently payable by him to the Company in respect of the shares.

(2) The liability of such persons shall cease if and when the Company shall have received payment in full of all such moneys in respect of the shares.

Article 18

(1) **Declaration of forfeiture —** A duly verified declaration in writing that the declarant is a director, the manager or the secretary, of the Company, and that a share in the Company has been duly forfeited on a date stated in the declaration, shall be conclusive evidence of the facts therein stated as against all persons claiming to be entitled to the share.

(2) The Company may receive the consideration, if any, given for the share on any sale or disposal thereof and may execute a transfer of the share in favour of the person to whom the share is sold or disposed of.

(3) The transferee shall thereupon be registered as the holder of the share.

(4) The transferee shall not be bound to see to the application of the purchase money, if any, nor shall his title to the share be affected by any irregularity or invalidity in the proceedings in reference to or disposal of the share.

Article 19

Provisions regarding forfeiture to apply in the case of non-payment of sums payable at a fixed time — The provisions of these Articles as to forfeiture shall apply in the case of non-payment of any sum which by terms of issue of a share, becomes payable at a fixed time, whether on account of the nominal value of the share or by way of premium, as if the same had been payable by virtue of a call duly made and notified.

LIEN

Article 20

Company's lien on shares — The Company shall have first and paramount lien upon all the shares (other than fully paid shares) registered in the name of each member (whether solely or jointly with others) and upon the proceeds of sale thereof for all moneys (whether presently payable or not) called or payable at a fixed time in respect of such shares and no equitable interest in any shares shall be created except upon the footing and condition that this Article will have full effect. Any such lien shall extend to all dividends and bonuses from time to time declared in respect of such shares. Unless otherwise agreed the registration of a transfer of shares shall operate as a waiver of the Company's lien if any, on such shares. The Directors may at any time declare any shares wholly or in part to be exempt from the provisions of this clause.

Article 21

Enforcement of lien by sale — The Company may sell, in such manner as the Board thinks fit, any shares on which the Company has lien, but no sale shall be made unless a sum in respect of which the lien exists is presently payable nor until the expiration of fourteen days after a notice in writing stating and demanding payment of such part of amount in respect of which the lien exists as is presently payable, has been given to the registered holder for the time being of the share, or the person entitled thereto by reason of his death or insolvency.

Article 22

Application of proceeds of sales — The proceeds of the sale shall be received by the Company and shall be applied in payment of such part of the amount in respect of which lien exists as is presently payable and the residue shall (subject to a like lien for sums not presently payable as existed upon the shares prior to the sale) be paid to the person entitled to the shares at the date of the sale. The purchaser shall be registered as the holder of the share and he shall not be bound to see to the application of the purchase money, nor shall his title to the shares be affected by any irregularity or invalidity in the proceedings in reference to the sale.

TRANSFER AND TRANSMISSION

Article 23

Restriction on Transfer of Shares — The right of members to transfer their shares shall be restricted as follows:

(a) Subject to Section 58 of the Act and Applicable Laws and subject as aforesaid, the Board of Directors may in their absolute and uncontrolled discretion, refuse to register any proposed transfer of shares.

Provided that registration of a transfer shall not be refused on the ground of the transferor being either alone or jointly with any other person or persons indebted to the Company on any account whatsoever except a lien on the shares.

Provided further subject to the provisions of section 22A of the Securities Contracts (Regulation) Act, 1956, the Board of Directors may refuse to register the transfer of any of its shares in the name of the transferee on any one or more of the following grounds and on no other ground, namely:

i) that the instrument of transfer is not proper or has not been duly stamped and executed or that the certificate relating to the security has not been delivered to the Company or that any other requirement under the law relating to registration of such transfer has not been complied with;
ii) that the transfer of the security is in contravention of any law;
iii) that the transfer of the security is likely to result in such change in the composition of the Board of Directors as would be prejudicial to the interests of the Company or to the public interest;
iv) that the transfer of the security is prohibited by any order of any court, tribunal or other authority under any law for the time being in force;

(b) If the Board of Directors refuse to register transfer of any shares the Board shall, within one month of the date on which the instrument of transfer is delivered to the Company, send to the transferee and the transferor notice of the refusal.

(c) Subject to the provisions of the Act and save as herein otherwise provided, the Board of Directors shall be entitled to treat the person whose name appears on the register of members as the holder of any share as the absolute owner thereof and accordingly shall not (except as ordered by a court of competent jurisdiction or as by law required) be bound to recognise any benami trust or equity or equitable, contingent or other claim to or interest in such share on the part of any person whether or not it shall have express or implied notice thereof.

Article 24

Execution of transfer — Subject to exemptions under the Act, a common form of instrument of transfer of any share in the Company shall be executed both by the transferor and transferee and the transferor shall be deemed to remain holder of the share until the name of the transferee is entered in the Register of Members in respect thereof.

Article 25

Transfer to be left at office and evidence of titles to be given — Every instrument of transfer shall be delivered to the Company at the office for registration, accompanied by the certificate of the shares to be transferred and such evidence as the Company may require to prove the title of the transferor, or his right to transfer the shares. All instruments of transfer shall be retained by the Company, but any instrument of transfer which the Board may decline to register shall, on demand, be returned to the person depositing the same.

Article 26

Transmission of shares —

(1) On the death of a member, the survivor or survivors, where the member was a joint holder, and his legal representatives, where he was a sole holder, shall be the only persons recognised by the Company as having any title to his interest in the shares.

(2) Nothing in clause (1) shall release the estate of a deceased joint holder from any liability in respect of any share which had been jointly held by him with other persons.

(3) Any person becoming entitled to a share in consequence of the death or insolvency of a member may, upon such evidence and/indemnity being produced as may from time to time properly be required by the Board and subject as hereinafter provided, elect, either:

(a) to be registered himself as holder of the share; or
(b) to make such transfer of the share as the deceased or insolvent member could have made.

(4) The Board shall, in either case, have the same right to decline or suspend registration as it would have had, if the deceased or insolvent member had transferred the share before his death or insolvency.

(5) If the person so becoming entitled shall elect to be registered as holder of the share himself, he shall deliver or send to the Company a notice in writing signed by him stating that he so elects.

(6) If the person aforesaid shall elect to transfer the share, he shall testify his election by executing a transfer of the share.

(7) All the limitations, restrictions and provisions in the Articles relating to the right to transfer and the registration of transfers of shares shall be applicable to any such notice or transfer as aforesaid as if the death or insolvency of the member had not occurred and the notice or transfer were a transfer signed by that member.

(8) A person becoming entitled to a share by reason of the death or insolvency of the holder shall be entitled to the same dividends and other advantages to which he would be entitled if he were the registered holder of the share, except that he shall not, before being registered as a member in respect of the share, be entitled in respect of it to exercise any right conferred by membership in relation to meetings of the Company.

Provided that the Board may, at any time, give notice requiring any such person to elect either to be registered himself or to transfer the share, and if the notice is not complied with within ninety days, the Board may thereafter withhold payment of all dividends, bonuses or other moneys payable in respect of the share, until the requirements of the notice have been complied with.

Article 27

Closing of Register — The Company may close its registers, transfer books, etc. in accordance with section 91 of the Act and other applicable provisions.

Article 28

Power to increase capital — Subject to the approval of the President, the Board of directors may, with the sanction of the Company in a general meeting, increase the share capital by such sum, to be divided into shares of such amount, as the resolution shall prescribe.

Article 29

On what condition new shares may be issued — Subject to such directions as may be issued by the President in this behalf, new shares shall be issued upon such terms and conditions and with such rights and privileges annexed thereto as the general meeting resolving upon the creation thereof shall direct and if no direction be given as the Board of Directors shall determine.

Article 30

How far new shares to rank with shares — Except so far as otherwise provided by the conditions of issue, or by these Articles, any capital raised by the creation of new shares shall be considered part of original capital and shall be subject to the provision herein contained with reference to the payment of calls and instalments, transfer and transmission, lien, voting, surrender and otherwise.

Article 31

Reduction of capital etc. — Subject to the provisions of sections 66 of the Act and to such directions as may be issued by the President in this behalf, the Company may, from time to time, by special resolution reduce its capital by paying off capital or cancelling capital which has been lost or is unrepresented by available assets, or is superfluous by reducing the liability on the shares or otherwise as may seem expedient, and capital may be paid off upon the footing that it may be called up again or otherwise; and the Board of Directors may, subject to the provisions of the Act, accept surrender of shares.

Article 32

Sub-division and consolidation of shares — Subject to the approval of the President, the Company in general meeting may, from time to time, sub-divide or consolidate its shares or any of them and exercise any of the other powers conferred by section 61 of the Act and shall file with the Registrar such notice of exercise of any such powers as may be required by the Act.

Article 33

Power to modify — If at any time, the Capital of the Company by reason of the issue of preference shares or otherwise, is divided into different classes of shares, all or any of the rights attached to the shares of each class may, subject to the provisions of section 48 of the Act be varied with the consent in writing of the holders of at least three-fourth of the issued shares of that class or with the sanction of a special resolution passed at a separate meeting of the holders of issued shares of that class and all the provisions hereinafter contained as to general meeting shall mutatis mutandis apply to every such meeting, except that the quorum thereof shall be members holding or representing by proxy one-fifth of the nominal amount of the issued shares of that class.

DEMATERIALISATION OF SECURITIES

Article 34

1. **Definitions:** Definitions for the purpose of this Article are governed by the Depositories Act, 1996, read with the Securities and Exchange Board of India (SEBI) Act, 1992. The following ones are significant:
    - (a) "Beneficial Owner" means a person whose name is recorded as such with a Depository;
    - (b) "Depositories Act" means Depositories Act, 1996, as amended from time to time including its re-enactment;
    - (c) "Depository" means a company formed and registered under the Act, and which has been granted a certificate of registration under the Securities and Exchange Board of India (Depositories and Participants) Regulations, 1996 as amended from time to time read with the Depositories Act, 1996;
    - (d) "Registered owner" means a depository whose name is entered as such in the records of the Company;
    - (e) "SEBI" means Securities and Exchange Board of India established under the Securities and Exchange Board of India Act, 1992 (referred to as SEBI Act), as amended from time to time including its re-enactment.
    - (f) "Securities" has the meaning assigned to it in section 2 of the Securities Contracts (Regulation) Act, 1956 and includes but not limited to shares, scrips, bonds, debentures, etc.

2. Dematerialisation of Securities: Notwithstanding anything contained in these Articles, the Company shall be entitled to dematerialise its securities and to offer securities in a dematerialised form pursuant to the Depositories Act and rules thereunder; and also rematerialise the securities held with a depository, where necessary, as permitted by the Applicable Laws.

3. Option for Investors:
   (a) Every person subscribing to securities offered by the Company shall have the option to receive security certificates or to hold the securities with a depository. Such a person who is the beneficial owner of the securities can at any time opt out of a depository, if permitted by law, in respect of any security in the manner provided by the Depositories Act, and the Company shall, in the manner and within the time prescribed, issue to the beneficial owner the required certificate of securities.
   (b) If a person opts to hold his/ her security with a depository, the Company shall intimate such depository the details of allotment of the security and on receipt of the information the depository shall enter in its record the name of the allottee as the beneficial owner of the security.

4. Securities in Depositories to be in fungible form: All securities held by a depository shall be dematerialised and be in fungible form. Nothing contained in sections 89 of the Act shall apply to a depository in respect of securities held by it on behalf of the beneficial owners.

5. Rights of Depositories and beneficial owners
   (a) Notwithstanding anything to the contrary contained in the Act or these Articles, a depository shall be deemed to be the registered owner for the purposes of effecting transfer of ownership of security on behalf of the beneficial owner.
   (b) Save as otherwise provided in (a) above, the depository as the registered owner of the securities shall not have any voting rights or any other rights in respect of the securities held by it.
   (c) Every person holding securities of the Company and whose name is entered as the beneficial owner in the records of the depository shall be deemed to be a member/ security holder, as the case may be, of the Company. The beneficial owner of securities shall be entitled to all the rights and benefits and be subject to all the liabilities in respect of his/ her securities which are held by a depository.

6. Service of Documents: Notwithstanding anything to the contrary contained in the Act or these Articles, where securities are held with a depository, the notice and records of the beneficial ownership may be served by such depository on the Company by means of electronic mode or by delivery of floppies or discs or in such other manner as may be practicable.

7. Transfer of Securities: Nothing contained in the Act or these Articles shall apply to a transfer of securities effected by a transferor and transferee both of whom are entered as beneficial owners in the records of a depository. In such cases the provisions of the Depositories Act shall apply.

8. Allotment of Securities within a Depository: Notwithstanding anything to the contrary contained in the Act or these Articles, where securities are dealt with by a depository, the Company shall intimate the details thereof to the depository immediately on allotment of such securities.

9. Distinctive Numbers of Securities held in a Depository: Nothing contained in the Act or these Articles regarding the necessity of having distinctive numbers for securities issued by the Company shall apply to securities held with a depository. Every forfeited / surrendered share held in physical form shall continue to bear the number by which the same was originally distinguished.

10. Register and Index of beneficial owners: The Register and Index of beneficial owners maintained by a depository under the Depositories Act shall be deemed to be the Register and Index of Members and Security holders, as the case may be, in a dematerialised form for the purpose of these Articles.

11. The provisions of this Article shall apply only in respect of securities held with a depository and the provisions of the other articles shall be construed accordingly.

Article 35

Trading of securities in Demat Mode – Notwithstanding anything contained in these Articles the Company shall have the right to issue securities in a public offer in dematerialised form as required by Applicable Laws and, subject to the provisions of Applicable Laws, trading in the securities of the Company post-listing shall be in the demat segment of the relevant stock exchanges, in accordance with the directions of SEBI, stock exchanges, and the terms of the listing agreements to be entered into with the relevant stock exchanges.

BORROWING POWER

Article 36

Power of borrowing — Subject to the provisions of these Articles, Section 73 to 76, 179 and 180 of the Act or other Applicable Law(s), the Board of Directors may, from time to time, borrow and/or secure the payment of any sum or sums of money for the purposes of the Company, by means of a resolution passed at a meeting of the Board.

Provided that the Board shall not without the requisite sanction of the Company in General Meeting borrow any sum of money which together with money borrowed by the Company (apart from temporary loans obtained from the Company's bankers in the ordinary course of business) exceed the aggregate for the time being of the paid-up capital of the Company and its free reserves.

The Board of Directors may raise or secure the payment of such sums in such manner and upon such terms and conditions in all respects as they think fit and in particular, by the issue of bonds, perpetual or redeemable debentures or debenture stock of any mortgage, charge or other security on the undertaking of the whole or any part of the property of the Company, (both present and future) including its uncalled capital for the time being.

Article 37

Securities may be assignable free from equities — Debentures, debenture-stock bonds, or other securities may be made assignable free from any equities between the Company and the person to whom the same may be issued.

Article 38

a) **Notice of General Meetings —**
   (i) A general meeting of the Company may be called by giving not less than twenty one days' notice in writing.
   (ii) A general meeting may be called after giving shorter notice than that specified in clause (i) of this Article if consent is accorded thereto subject to the provisions of section 101 of the Act, by members of the Company holding not less than ninety-five percent of such of the paid-up share capital of the Company as gives a right to vote at the meeting.
   (iii) The notice in each case shall specify the place, day and hour of the meeting.

(b) **Omission to give notice —** The accidental omission to give any such notice to or the non-receipt of any such notice by any member shall not invalidate the proceeding at any meeting.

Article 39

Quorum —
(1) No business shall be transacted at any general meeting unless a quorum of members is present at the time when the meeting proceeds to business.
(2) Save as herein otherwise provided, the quorum for the general meetings shall be as provided in section 103 of the Act.

Article 40

Chairman of general meeting — The Chairman of the Board of Directors shall be entitled to take the chair at every general meeting or if there be no such Chairman, or if at any meeting he shall not be present within fifteen minutes after the time appointed for holding such meeting or is unwilling to act as the Chairman, the members present shall choose another Director as the Chairman, and, if no Director shall be present, or if all the Directors present decline to take the chair then, the members present shall choose one of their number to be the Chairman.

Article 41

When, if quorum not present, meeting to be dissolved and when to be adjourned — If within half an hour from the time appointed for the meeting a quorum is not present, the meeting if convened upon such requisition as aforesaid, shall be dissolved; but in any other case it shall stand adjourned to the same day in the next week at the same time and place or to such other day and at such other time and place as the Board may determine and if at such adjourned meeting a quorum is not present those members who are present shall be a quorum and may transact the business for which the meeting was called.

Article 42

(1) **Adjournment —** The Chairman may with the consent of any meeting at which a quorum is present and shall if so directed by the meeting adjourn the meeting from time to time and place to place.

(2) **Business at adjourned meeting —** No business shall be transacted at any adjourned meeting other than the business left unfinished at the meeting from which the adjournment took place.

(3) **Notice of adjourned meeting —** When a meeting is adjourned for 30 days or more, notice of the adjourned meeting shall be given as in the case of an original meeting.

(4) Save as aforesaid it shall not be necessary to give any notice of an adjournment or of the business to be transacted at an adjourned meeting.

Article 43

(a) **How questions to be decided at meetings —** Every question submitted to a meeting shall be decided in the first instance by a show of hands and in the case of an equality of votes the Chairman shall, both on a show of hands, and at a poll (if any), have a casting vote in addition to the vote or votes to which he may be entitled as a member.

(b) **Evidence of a Resolution where poll not demanded —** At any general meeting a resolution put to vote of the meeting shall be decided on a show of hands unless a poll is, before or on the declaration of the result of the show of hands, demanded by a member present in person or proxy or by duly authorised representative, and unless a poll is so demanded, declaration by the Chairman that a resolution has, on a show of hands been carried or carried unanimously or by a particular majority or lost, and an entry to that effect in the book of proceedings of the Company, shall be conclusive evidence of the fact, without proof of the number of proportion of the vote recorded in favour of or against that resolution.

(c) **Poll —** If a poll is duly demanded, it shall be taken in such manner and at such time and place as the Chairman of the meeting directs, and either at once or after an interval or adjournment or otherwise, and the result of the poll shall be deemed to be the resolution of the meeting at which the poll was demanded. The demand of a poll may be withdrawn.

(d) **Poll demanded to be taken at the meeting —** Subject to the provisions of section 180 of the Act, any poll duly demanded on the election of a Chairman of a meeting or on any question of adjournment shall be taken at the meeting and without adjournment.

(e) **Business may proceed notwithstanding demand of poll —** The demand of a poll shall not prevent the continuance of a meeting for the transaction of any business other than the question on which a poll has been demanded.

(f) **Chairman's decision conclusive —** The Chairman of any meeting shall be the sole judge of the validity of every vote tendered at such meeting. The Chairman present at the taking of a poll shall be the sole judge of the validity of every vote tendered at such poll.

(g) **Objection vote —** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is given or tendered and every vote not disallowed at such meeting shall be valid for all purposes.

(h) **Chairman to judge validity —** Any such objection made in due time shall be referred to the Chairman of the meeting whose decision shall be final and conclusive.

Article 44

Vote of members — Upon a show of hands every member present in person or by proxy, or by duly authorised representative shall have one vote and upon a poll every such member shall have voting rights of members shall be in proportion to his share in the paid-up equity share capital of the Company.

A member may exercise his vote at a meeting by electronic means in accordance with the provisions of section 108 of the Act and rules made thereunder, and shall vote only once.

Article 45

Votes in respect of shares of deceased and bankrupt members — Any person entitled under the transmission clause to any shares may vote at any general meeting in respect thereof in the same manner as if he were the registered holder of such shares provided that seventy-two hours at least before the time of holding the meeting or adjourned meeting as the case may be at which he proposes to vote, he shall satisfy the Board of Directors of his right to such shares, unless the Board of Directors shall have previously admitted his right to such shares or his right to vote at such meeting in respect thereof.

Article 46

Joint holders — Where there are joint registered holders of any share, any one of such persons may vote at any meeting, either personally or by proxy, in respect of such shares as if he were solely entitled thereto, and if more than one of such joint holders be present at any meeting personally or by proxy, that one of the said persons present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased member in whose name any share stands shall for the purposes of this Article be deemed joint holders thereof.

Article 47

Votes in respect of shares of members of unsound mind — A member of unsound mind, or in respect of whom an order has been made by any Court having jurisdiction in Lunacy, may vote whether on a show of hands or on poll, by his committee or other legal guardian, and any such committee or guardian may vote by proxy.

Article 48

No member to vote unless calls are paid up — No member shall be entitled to vote at any general meeting unless all calls or other sums presently payable by him in respect of shares in the Company have been paid.

Article 49

Instrument appointing proxy to be in writing — A member entitled to attend and vote at a meeting may appoint another person (whether a member or not) as his proxy to attend a meeting and vote on, show of hands or on a poll. No member shall appoint more than one proxy to attend on the same occasion. A proxy shall be entitled to speak at a meeting. The instrument appointing a proxy shall be in writing and be signed by the appointer or his attorney duly authorised in writing or if the appointer is a body corporate, be under its seal or be signed by an officer or an attorney duly authorised by it.

Article 50

Form of Proxy — An instrument appointing a proxy shall be in the form as prescribed in the provisions of the act or rules thereto.

Article 51

Instrument appointing Proxy to be deposited at office — The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of that power or authority, shall be deposited at the Registered Office of the Company not less than forty-eight hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote, or in the case of poll not less than 24 hours before the time appointed for taking of the poll and in default the instrument of proxy shall not be treated as valid.

Article 52

When vote by proxy valid though authority revoked — A vote given in accordance with the terms of an instrument of proxy shall be valid notwithstanding the previous death or insanity of the principal, or the revocation of the proxy or of the authority under which the proxy was executed or the transfer of the shares in respect of which the proxy is given provided that no intimation in writing of such death, insanity, revocation, or transfer or transmission shall have been received at the office of the Company before the commencement of the meeting or adjourned meeting at which the proxy is used.

DIRECTORS

Article 53

Number of Directors — The number of directors of the Company shall not be less than three and not more than fifteen. The Directors are not required to hold any qualification shares.

Article 54

Appointment of Directors —

(1) (a) The Directors shall be appointed by the President in consultation with the Chairman of the Board of Directors and subject to section 188 of the Act shall be paid such salary and/or allowances as the President may, from time to time, determine and such reasonable additional remuneration as may be fixed by the President may be paid to any one or more of the Directors for extra or special services rendered by him or them or otherwise.

(b) The President may, from time to time, subject to section 188 of the Act appoint one of the Directors to be the Chairman of the Board of Directors and determine the salary and allowances payable to the Chairman and the period for which he will hold office.

(c) The President may, from time to time, appoint one of the Directors as the Managing Director and determine the salary and allowances payable to the Managing Director and the period for which he will hold the office.

(d) The Chairman and the Managing Director or other Directors shall exercise such powers and discretion in relation to the affairs of the Company as may be specifically delegated to them respectively by the Board of Directors and are not required to be done by the Board of Directors or the Company at the general meeting under the Act.

(e) The President in consultations with the Chairman of the Board of Directors shall have the right to fill any vacancy in the office of Directors caused by removal, resignation, death or otherwise.

(2) The President shall have the power to remove any Director including the Chairman and the Managing Director from office at any time in his absolute discretion.

Article 55

Sitting fee — Part-time non-official directors / independent directors appointed in the Company shall be entitled to a remuneration by way of a sitting fee for attending a meeting of the Board of Directors or any committee thereof or a general meeting of the Company, as permitted under the provisions of the Act or rules thereto or SEBI Listing regulations subject to the approval of the President of India. Such directors may also be paid travelling, hotel and other expenses properly incurred by them:

(a) in attending and returning from meetings of the Board of Directors or any committee thereof or general meetings of the Company; or
(b) to visit any site/project of the Company in connection with business of the Company.

Article 56

General power of Company vested in Board of Directors — The business of the Company shall be managed by the Board of Directors who may exercise all such powers of the Company as are not by the Act or any statutory modification thereof for the time being in force or SEBI Listing Regulations, Rules and Regulations of the Stock Exchanges and Department of Public Enterprises Guidelines, as applicable and as amended from time to time, or by these Articles, required to be exercised or done by the Company in general meetings, subject nevertheless to the provision of these Articles, to the provisions of the said Act, and to such regulations being not inconsistent with the aforesaid provisions, as may be prescribed by the Company in general meeting provided that no such regulation made by the Company in general meeting shall invalidate any prior act of the Board of Directors which would have been valid if that regulation had not been made.

Article 57

Specific power to Directors — Without prejudice to the general powers conferred by the last preceding Article and the other powers conferred by these Articles but subject to the provisions of sections 179 to 182 of the Act, the Board of Directors shall have the following powers, that is to say, power:

(1) **To acquire property —** to purchase, take on lease or otherwise acquire for the Company property, rights or privileges which the Company is authorised to acquire at such price, and generally on such terms and conditions as they think fit;

(2) (a) **Works of a capital nature** --- to authorise, without reference to Central Government, the undertaking of works of a capital nature where detailed project reports have been prepared with estimates of different competent parts of the project and where such project reports have been approved by Central Government and to invite and accept tenders relating to works included in the approved detailed project report, including variations, if any, in the approved estimates, provided such variations are not more than 10% for any particular component part and do not substantially change the scope of the Project:

(b) to authorise the undertaking of works of a capital nature not covered by clause (a) above, if required to be taken up in advance of the preparation of a detailed project report or otherwise as individual works, not exceeding Rs. 500 crores or an amount equal to the net worth of the Company whichever is lower or such enhanced amount as may be permitted by the government guidelines and applicable from time to time provided that -

(i) the funds required will be found within the budget allocation for the Company for that financial year; and

(ii) the expenditure on such works in subsequent year will be the first call on the respective allocation;

(3) **To pay for property in debentures, etc. —** to pay for any property, rights or privileges acquired by or services rendered to the Company either wholly or partially in cash or in shares, bonds, debentures or other securities of the Company and any such shares may be issued either as if fully paid up or with such amount credited as paid up thereon as may be agreed upon; and any such bond, debentures or other securities may be either specifically charged upon all or any part of the property of the Company and its uncalled capital not so charged;

(4) **To secure contracts by mortgage —** to secure the fulfilment of any contracts or engagements entered into by the Company by mortgage or charge of all or any of the property of the Company and its uncalled capital for the time being or in such other manner as they may think fit;

(5) **To appoint officers, etc. —** appoint and at their discretion, remove or suspend such managers, secretaries, officers, clerks, agents and servants, for permanent or temporary or special services, as they may, from time to time, think fit, and to determine their powers and duties and fix their specific scales of pay and allowances of specific jobs for which there may not be any strict parallel in Government Departments, and to acquire security in such instances and to such amounts as they think fit. The power for creation of the appointment to all posts below the Board level, irrespective of pay, except as provided below, shall vest with the Board of Directors.

Provided further that the Company shall not appoint without the prior approval of the President persons who have attained the age of 60 years whether they be from public or private sector in the higher categories of posts carrying pay including pension and pensionary equivalent of retirement benefits exceeding the maximum of the prevalent Joint General Manager pay scale in the Company or such enhanced amount as may be determined by the Government from time to time under IDA pay scales or such other equivalent pay under any system of pay scales.

Provided however that any such appointment amounting to extension of service shall not be permitted.

(6) **To appoint trustees —** to appoint any person or persons (whether incorporated or not), to accept and hold in trust for the Company, any property belonging to the Company or in which it is interested or for any other purposes, and to execute and do all such deeds and things as may be requisite in relation to any such trust and to provide for the remuneration of such trustee or trustees;

(7) **To bring and defend action, etc. —** to institute, conduct, defend, compound or abandon any legal proceedings by or against the Company or its officers or otherwise concerning the affairs of the Company and also to compound and allow time for payment or satisfaction of any claims or demands by or against the Company;

(8) **To refer to arbitration —** to refer any claims or demands by or against the Company to arbitration and observe and perform the awards;

(9) **To give receipt —** to make and give receipts release, and other discharges for money payable to the Company; and for the claims and demands of the Company;

(10) **To authorise acceptance etc**. **—** to determine who shall be entitled to sign on Company's behalf bills, notes, receipts, acceptances, endorsements, cheques, releases, contracts and documents;

(11) **To appoint attorneys —** from time to time to provide for the management of the affairs of the Company outside the mining areas which in the context includes the townships and sites of operations of the Company in such manner as they think fit, and in particular to appoint any person to be the attorney or agent of the Company with such powers (including power to sub-delegate) and upon such terms as may be thought fit;

(12) **To invest moneys —** To invest in such securities as are permissible under the guidelines of the Government of India[27] and deal with any of the moneys of the Company upon such investments authorised by the Memorandum of Association of the Company (not being shares in this Company) and in such manner as they think fit, and from time to time to vary or realise such investments;

(13) **To give security by way of indemnity —** To execute in the name and on behalf of the Company in favour of any director or other persons who may incur or be about to incur any personal liability for the benefit of the Company such mortgage of the Company's property (present and future) as they think fit and any such mortgage may contain a power of sale and such other powers, covenants and provisions as shall be agreed on;

(14) **To give percentage —** To give to any person employed by the Company a commission on the profits of any particular business transaction, or a share in the general profits of the company and such commission or share of profits shall be treated as part of the working expenses of the Company.

(15) **To make byelaws —** From time to time make, vary and repeal byelaws for the regulation of the business of the Company, its officers and servants;

(16) **To give bonus —** To give, award, or allow any bonus, pension, gratuity or compensation to any employees of the Company or his widow, children or dependants, that may appear to the Board of Directors just or proper, whether such employee, his widow, children or dependants have or have not a legal claim upon the Company;

(17) **To create Provident Fund —** Before declaring any dividend to set aside such portion of the profits of the Company as they may think fit, to form a fund to provide for such pensions, gratuities or compensation or to create any provident or benefit fund in such manner as the Board of Directors may deem fit;

(18) **To establish Local Board —** From time to time and at any time to establish any local board for managing any of the affairs of the Company in any specified locality in India, or out of India, and to appoint any person to be members of such Local Board and to fix their remuneration, and from time to time and at any time to delegate to any person so appointed any of the powers, authorities and discretion for the time being vested in the Board of Directors other than their power to make call and to authorise the members for the time being of any such Local Board or any of them to fill up any vacancies therein and to act notwithstanding vacancies, and any such appointment or delegation may be made on such terms and subject to such conditions as the Board of Directors may think fit and the Board of Directors may at any time remove any person so appointed and may annul or vary any such delegation;

(19) **To make contracts, etc. —** To enter into all such negotiations and contracts and rescind and vary all such contracts, execute and do all such acts, deeds and things in the name and on behalf of the Company as they may consider expedient for or in relation to any of the matters aforesaid or otherwise for the purpose of the Company; and

(20) **To sub-delegate powers —** To sub-delegate all or any of the powers, authorities and discretion for the time being vested in the Board of Directors subject, however, to the ultimate control and authority being retained by them.

Article 58

The powers of Board of Directors in relation to the sale, lease, or disposal otherwise of the whole or substantially the whole of the undertaking of the Company shall be subject to the approval of the President.

Article 59

Seal — The seal of the Company shall not be affixed to any instrument except by the authority of a resolution of the Board of Directors and except in the presence of at least one Director or such other person as the Board may appoint for the purpose; and the said director or the person aforesaid shall sign every instrument to which the seal of the Company is so affixed in his presence.

Article 60

Seal for use outside India — The Company may exercise the powers conferred by **the Act** with regard to having an official seal for use abroad and such powers shall be vested in the Board.

Article 61

Alternate Director — The Board of Directors of the Company may by passing a resolution appoint with the approval of the President an alternate Director to act for a Director (hereafter in this article called "the original Director") during his absence for a period of not less than three months from the State in which meetings of the

Board are ordinarily held and such appointment shall have effect, and such appointee whilst he holds office as an Alternate Director shall be entitled to notice of meeting of the Directors and to attend and to vote thereat accordingly; but he shall ipso facto vacate office when the original Director returns to the State in which the meetings are ordinarily held or vacates office as a Director. If the term of office of the original Director is determined before he so returns to the State aforesaid, any provision for the automatic reappointment of retiring Director in default of another appointment shall apply to the original and not to the alternate Director.

Article 62

Additional Directors — Subject to provisions of section **161** of the Act and Article 49 of the Articles of Association of the Company, the Board of Directors of the Company may by passing a resolution appoint additional directors.

Article 63

Filling up casual vacancies among Directors — Subject to provisions of section **161** of the Act and Article 49 of the Articles of Association of the Company, if an office of director appointed by the Company in the general meeting is vacated before his term of office expires in the normal course, the resulting casual vacancy may be filled by the Board of Directors at a meeting of the Board. Any person so appointed shall hold office only up to the date up to which the director in whose place he is appointed would have held office if it had not been vacated as aforesaid.

PROCEEDINGS OF DIRECTORS

Article 64

Place of meetings — The meeting of the Board may be held at the Registered Office or anywhere else within India if in the interest of the Company.

Article 65

Directors may summon meeting – How questions to be decided — A director may at any time convene a meeting of the Board of Directors. Questions arising at any meetings shall be decided by majority of votes. The Chairman shall have a second or casting vote.

Article 66

Power of quorum — A meeting of the Board of Directors for the time being at which a quorum is present shall be competent to exercise all or any of the authorities, powers, and discretion by or under the Articles of the Company for the time being vested in or exercisable by the Board of Directors generally.

Article 67

Chairman of Directors' meeting — The President may nominate a Director as Chairman of the Directors' meetings and determine the period for which he is to hold office. If no such Chairman is nominated or if at any meeting the Chairman is not present within 5 minutes after the time for holding the same, the Directors present may choose one of their number to be Chairman of the meeting.

Article 68

Power of Chairman —

(1) The Chairman shall reserve for decision of the Central Government any proposal or decision of the Board of Directors or any matter brought before the Board which raises in the opinion of the Chairman an important issue and which is on that account fit to be reserved for the decision of the Central Government and no decision on such an important issue shall be taken in the absence of the Chairman appointed by the President. In respect of matters reserved by the Chairman for decision of the Central Government if the Central Government's views be not received within a period of two months, the Board of Directors shall be entitled to act in accordance with the proposal or decision without further reference to the Central Government.

(2) Without prejudice to the generality of the above provision, the Chairman shall reserve for the decision of the President:

(i) any matter relating to the sub-lease, exchange, mortgage, and/or disposal of the whole or substantially the whole of the undertaking or the Company or any part thereof;

(ii) any matter relating to:

(a) the promotion of company/companies;

(b) entering into partnership and/or arrangement of sharing profits;

(c) formation of subsidiary company/companies;

(d) taking or otherwise acquiring any holding shares in any other company;

where the equity investment of the Company is beyond Rs. 500 crores in any one project, exceeds 15% of the networth of the Company in any one project, or 30% of the networth of the Company in all joint ventures/subsidiaries put together, in respect of any of the matters of promotion of Company/ partnership/ joint ventures/ acquisition, in India, mentioned in sub-clauses (a) to (d) of this Article.

(e) division of capital into different classes of shares;

(iii) The capital budget of the Company where proposed capital expenditure on new projects, modernisation, purchase of equipment, etc. exceeds Rs. 500 crores, or an amount equal to the networth of the Company, whichever is lower;

(iv) The annual revenue budget of the Company in case there is an element of deficit which is proposed to be met by obtaining funds from the Government;

(v) The agreements involving foreign collaboration proposed to be entered into by the Company which is beyond the limits of powers vested in the Company under the present Articles or Applicable Laws, Government rules and guidelines;

(vi) Purchases and contracts of a major nature involving substantial capital outlay which are in excess of power vested in the Company under the present Articles.

Article 69

Delegation of powers to Committees — The Directors may, subject to the restrictions laid down in section 179 of the Act, delegate any of their powers to Committees consisting of such member or members of their body as they think fit and may, from time to time, revoke such delegation. Any Committee so formed shall in the exercise of the powers so delegated, conform to any regulation that may, from time to time, be imposed upon it by Board of Directors. The proceedings of such a Committee shall be placed before the Board of Directors at its next meeting.

Article 70

Chairman of Meetings of Committees — The Board of Directors may nominate a chairman while constituting a committee; if not so nominated, a Committee may elect a Chairman of its meetings. If no such Chairman is elected or if at any meeting the Chairman is not present within 5 minutes after the time appointed for holding the same, the members present may choose one of their members to be Chairman of the meeting.

Article 71

When acts of Directors or Committee valid notwithstanding defective appointment etc. — All acts done by any meeting of the Board of Directors, or of a Committee of Directors, or by any person acting as a Director shall notwithstanding that it be afterwards discovered that there was some defect in the appointment of such Directors or persons acting as aforesaid or that they or any of them were disqualified, be as valid as if every such person had been duly appointed and was qualified to be Director. Provided that nothing in this Article shall be deemed to give validity to acts done by a Director after his appointment has been shown to the Company to be invalid or to have terminated.

Article 72

Resolution without Board meeting valid — Subject to the provisions of section 179 of the Act, resolutions of the Board of Directors can be passed by circulation and they shall be as valid and effectual as if they have been passed at a meeting of the Board of Directors duly called and constituted. No resolution shall, however be deemed to have been duly passed by the Board or by a Committee thereof by circulation unless the resolution has been circulated in draft, together with the necessary papers, if any, to all the Directors, or to all the members of the Committee then in India (not being less in number than the quorum fixed for a meeting of the Board or Committee as the case may be) and to all other Directors or members at their usual address in India, and has been approved by a majority of such directors, as are entitled to vote on the resolution.

RESERVES AND DIVIDENDS

Article 73

Reserve Fund — The directors may, before recommending any dividend set apart out of the profits of the Company such sums as they think proper as a reserve fund to meet contingencies or for equalising dividends, or for special dividends, or for repairing, improving and maintaining any of the property of the Company, and for amortisation of capital and for such other purposes as the Board of Directors shall in their absolute discretion, think conducive to the interests of the Company, and may invest the several sums so set aside upon such investments (other than shares of the Company) as they may think fit from time to time, deal with and vary such investments, and dispose of all or any part thereof for the benefit of the Company, and may divide the reserve funds into such special funds, as they think fit and employ the reserve funds or any part thereof in the business of the Company and that without being bound to keep the same separate from the other assets.

Article 74

Dividends — The profits of the Company available for payment of dividend subject to any special rights relating thereto created or authorised to be created by these presents and subject to the provisions of these presents as to the reserve fund and amortisation of capital shall with the approval of the President, be divisible among the members in proportion to the amount of capital paid up by them respectively. Provided always that (subject as aforesaid) any capital paid up on a share during the period in respect of which a dividend is declared shall only entitle the holder of such share to an apportioned amount of such dividend as from the date of payment.

Article 75

Capital paid up in advance — Where capital is paid up on any shares in advance of calls upon the footing that the same shall carry interest, such capital shall not, whilst carrying interest, confer a right to participate in profits.

Article 76

Declaration of Dividends — The Company in general meeting may declare a dividend to be paid to the members according to their rights and interests in the profits but no dividend shall exceed the amount recommended by the Board of Directors.

Article 77

Interim Dividend — Subject to the provisions of the Act and Applicable Laws for the time being in force, the Board may from time to time pay to the members such interim dividends as appear to it to be justified by the profits of the Company.

Article 78

Dividends out of profits only and not to carry interest — No dividend shall be declared or paid by the Company for any financial year except out of profits of the Company for that year arrived at after providing for the depreciation in accordance with the provisions of the section 123 of the Act or out of profits of the Company for any previous financial year or years arrived at after providing for the depreciation in accordance with those provisions and remaining undistributed or out of both or out of moneys provided by the Government for the payment of dividend in pursuance of a guarantee given by the Government. No dividend shall carry interest against the Company.

Article 79

Debts may be deducted — The Directors may retain any dividends in respect of shares on which the Company has a lien and may apply the same in or towards satisfaction of the debts, liabilities or engagements in respect of which the lien exists.

Article 80

Dividends to joint holders — Any one of the several persons who are registered as the joint holders of any share, may give effectual receipts for all dividends and payments on account of dividends in respect of such shares.

Article 81

Payment by post — Unless otherwise directed any dividends may be paid by cheque or warrant sent through the post to the registered address of the member or person entitled or, in the case of joint holders, to the registered address of that one whose name stands first in the register in respect of the joint holding; and every cheque or warrant so sent shall be made payable to the order of the person to whom it is sent. No unclaimed dividend shall be forfeited by the Board unless the claim thereto becomes barred by law and the Company shall comply with all the provisions of section 123 and 124 of the Act in respect of unclaimed or unpaid dividend.

Article 82

Notice of dividends — Notice of the declaration of any dividend, whether interim or otherwise, shall be given to the holders of registered shares in the manner hereinafter provided.

Article 83

Capitalisation of Profits/ Reserves —

(1) The Company in general meeting may resolve that any part of the amount for the time being standing to the credit of any of the Company's reserve accounts or to the credit of the Profit and Loss Account or otherwise available for distribution be capitalised and distributed amongst such of the members who would be entitled to receive the same if distributed by way of dividend and in the same proportions on the footing that they become entitled thereto as capital and that all or such part of the capitalised fund be applied on behalf of such members in paying up in full any unissued shares of the Company in the proportions aforesaid, or in or towards the payment of uncalled liability in any issued shares of the Company.

(2) Subject to the provisions of the Act, the Company in general meeting may at any time and from time to time resolve that any surplus moneys in the hands of the Company representing capital profits, instead of being applied in the purchase of other capital assets or for other capital purposes, be distributed amongst the members on the footing that they receive the same as capital and in the shares and proportions in which they would have been entitled to receive the same if it had been distributed by way of dividend, provided always that no such profit as aforesaid shall be so distributed unless there shall remain in the hands of the Company sufficient other assets to answer in full the whole of the liabilities and paid-up share capital of the Company for the time being.

(3) For the purpose of giving effect to any resolution under the aforesaid clauses of this Article the Board of Directors may do all acts and things required and settle any difficulty which may arise in regard to the distribution as, and in any manner, they think expedient including issue of fractional certificates/ cash and authorising any person to enter into an agreement for the purpose on behalf of the Members so entitled.

ACCOUNTS

Article 84

Accounts to be kept — The Company shall cause to be kept proper books of accounts with respect to:
(a) All sums of money received and expended by the Company and the matters in respect of which the receipt and expenditure takes place.
(b) All sales and purchases of goods by the Company.
(c) The assets and liabilities of the Company.

Article 85

Inspection of Account Book — The books of account shall be kept at the registered office of the Company or such other place as the Board of Directors shall think fit and shall be open to inspection by the Directors during business hours.

Article 86

Inspection by Members — The Board of Directors shall, from time to time, determine whether, and to what extent and at what time and places and under what conditions or regulations the accounts and books of the Company or any of them shall be open to the inspection of members (not being Directors) and no member (not being a Director) shall have any right of inspecting any account or book or document of the Company except as conferred by law or authorised by the Board of Directors or by the Company in general meeting.

Article 87

Annual Accounts and Balance Sheet — At the first Annual General Meeting and subsequently at each Annual General Meeting, the Board of Directors shall lay before the Company a balance sheet and profit and loss account in the case of the first account since the incorporation of the Company, and in any other case since the preceding account made up to a date not earlier than the date of the meeting by more than six months or where an extension of time has been granted for holding the meeting by more than six months and the extension so granted.

Article 88

Contents of Profit and Loss Account — Forms of balance sheet and profit and loss account shall be in accordance with the provisions of section 129 and 133 of the Act. The profit and loss account shall in addition to the matters referred to in section 129 and 133 of the Act, show, arranged under the most convenient heads, the amount of gross income, distinguishing the several sources from which it has been derived and the amount of gross expenditure distinguishing the expenses of the establishment, salaries and other like matters. Every item of expenditure fairly chargeable against the year's income shall be brought into account so that a just balance of profit and loss may be laid before the meeting, and in cases where any item of expenditure which may in fairness be distributed over several years has been incurred in any one year, the whole amount of such item shall be stated, with the addition of the reason why only a portion of such expenditure is charged against the income of the year.

Article 89

Balance sheet and profit and loss account to be sent to Members — The Company shall send a copy of such balance sheet and profit and loss account together with a copy of the directors' and auditor's report and comments of the C. & A.G. thereon to the registered address of every member of the Company in the manner in which notices are to be given hereunder atleast twenty-one days before the meeting at which it is to be laid before the members of the Company and shall deposit a copy at the Registered Office of the Company for inspection of the members of the Company during a period of at least twenty-one days before that meeting.

Provided that where the above documents are sent less than 21 days before the date of the meeting, they shall be deemed to have been duly sent if it is so agreed to by all the members entitled to vote at the meeting.

Article 90

Directors to comply with the provisions of the Act on Accounts/ Financial statements – The Board of Directors shall in all respect comply with the provisions of the Act, or any statutory modification thereof for the time being in force as may be applicable to the Company under the heading accounts / Financial statements given in the Act.

AUDIT

Article 91

Accounts to be audited annually — Once at least in every year the accounts of the Company shall be examined and the correctness of the profit and loss account and balance sheet ascertained by one or more auditors as provided in the Act. The Auditor or Auditors of the Company shall be appointed or re-appointed by the Comptroller and Auditor General of India and their appointment, remuneration, powers and duties shall be regulated by sections 139 to 147 of the Act.

Article 92

Auditors right to attend meeting — The auditors of the Company shall be entitled to receive a notice of and to attend any general meeting of the Company at which any accounts which have been examined or reported on by them are to be laid before the Company and make any statement or explanation they desire with respect to the accounts and supplementary report and the comments, if any, of the Comptroller and Auditor General of India.

PRESIDENT'S RIGHT

Article 93

Rights of the President — Notwithstanding anything contained in any of these Articles but subject to the provisions of the Act, the President may, from time to time, issue such directives or instructions as he may consider necessary in regard to the conduct of the affairs of the Company and to attain the objects of the Company and in like manner may vary and annul any such directive. The Board of Directors shall give immediate effect to directives or instructions so issued. Under this Article the President has the right:

(a) To give such directions to the enterprise as to the exercise and performance of its functions in matters involving national security or substantial public interest and to ensure that the enterprise gives effect to such directions; and

(b) To call for such returns, accounts and other information with respect to the property and activities of the enterprise and its constituent units as may be required from time to time.

Provided that all directives issued by the President shall be in writing addressed to the Chairman. The Board shall, except where the President considers that the interest of the national security requires otherwise, incorporate the contents of directives issued by the President in the Annual Report of the Company and also indicate its impact on the financial position of the Company.

NOTICE

Article 94

How notices to be served on members — A notice may be given by the Company to any member either personally or by sending it by post to him to his registered address or through electronic mode; if he has no registered address, to the address, if any supplied by him to the Company for the giving of notice to him.

Article 95

Notification of address by a holder of registered shares having no registered place of address — A holder of registered shares who has no registered place of address may, from time to time, notify in writing to the Company his address, which shall be deemed his registered place of address, within the meaning of the last preceding Article.

Article 96

When notice may be given by advertisement — If a member has no registered address and has not supplied to the Company an address for the giving of notices to him, a notice addressed to him and advertised in newspaper circulating in the neighbourhood of the Registered Office of the Company, shall be deemed to be duly given to him on the day on which the advertisement appears.

Article 97

Notice to Joint holders — A notice may be given by the Company to the joint holders of a share by giving the notice to joint holder named first in the register in respect of the share.

Article 98

How notice to be given to a deceased or bankrupt member — A notice may be given by the Company to the person entitled to a share in consequence of the death or insolvency of a member by sending it through the post in a prepaid letter addressed to them by name, or by the title of representative of the deceased, or assignee of the insolvent or by any like description, at the address (if any) supplied for the purpose by the persons claiming to be so entitled or (until such an address has been so supplied) by giving notice in any manner in which the same might have been given if the death or insolvency had not occurred.

Article 99

To whom notice of general meeting to be given — Notice of every general meeting shall be given in the same manner hereinbefore authorised to (a) every member of the Company except those members who having no registered address and have not supplied to the Company an address for giving of notice to them, and also to (b) every person entitled to a share in consequence of the death or insolvency of a member who, but for his death or insolvency, would be entitled to receive notice of the meeting, provided the Company has been given due notice.

Article 100

Transferees etc. bound by prior notice — Every person who, by operation of law, transfer or other means whatsoever, shall become entitled to any share, shall be bound by every notice in respect of such share, which previously to his name and address and title to the share being notified to and registered by the Company, shall be duly given to the person from whom he derived his title to such share.

Article 101

How notice to be signed — The signature to any notice to be given by the Company may be written or printed.

Article 102

How time to be counted — Where a given number of days notice or notices extending over any other period is required to be given, the day of service shall unless it is otherwise provided, be counted in such number or other period.

WINDING UP

Article 103

Distribution of assets on winding up — Subject to the applicable provisions of Chapter XX (winding up) of the Act and the Rules made there under, if the Company shall be wound up and the assets available for distribution among the members as such shall be insufficient to repay the whole of the paid-up capital, such assets shall be distributed so that as nearly as may be the losses shall be borne by the members in proportion to the capital paid up or which ought to have been paid-up at the commencement of the winding up, on the shares held by them respectively. And if in a winding up, the assets available for distribution among the members shall be more than sufficient to repay the whole of the capital paid-up, the excess shall be distributed amongst the members in proportion to the capital paid-up or which ought to have been paid-up on the shares held by them respectively. But this Article is to be without prejudice to the rights of the holders of shares issued upon special terms and conditions.

SECRECY

Article 104

Secrecy clause – Every Director, Secretary, Trustee for the Company, its members, or debenture holders, member of a committee, officer, servant, agent, accountant, or other person employed in or about the business of the Company shall, if so required by the Board before entering upon his duties, sign a declaration pledging himself to observe a strict secrecy respecting all transactions of the Company with its customers and the state of accounts with individuals and in matters relating thereto and shall by such declaration pledge himself not to reveal any of the matters which may come to his knowledge in the discharge of his duties except when required so to do by the Board or by any general meeting or by a court of law and except so far as may be necessary in order to comply with any of the provisions in these Articles contained.

Article 105

Restriction on entry upon property — No shareholder or other person (not being a Director) shall be entitled to enter upon the property of the Company or to inspect or examine the premises or properties of the Company without the permission of the Board or to require discovery or any information respecting any detail of the trading of the Company or any matter which is or may be in the nature of a trade secret, mystery of trade, or secret process or of any matter whatsoever which may relate to the conduct of business of the Company and which in the opinion of the Board will be inexpedient in the interest of the Company to communicate.

The President shall, however, be exempt from the provisions of this Article notwithstanding anything mentioned hereinbefore.

INDEMNITY AND RESPONSIBILITY

Article 106

Indemnity — Subject to the provisions of the Act, every Director, Manager, Auditor, Secretary and other Officer or servant of the Company shall be indemnified by the Company against, and it shall be the duty of the Board of Directors out of the funds of the Company to pay all costs, losses and expenses which any such officer or servant may incur or become liable to by reason of any contract entered into, or act or thing done by him as such officer or servant or in any way in the discharge of his duties; and the amount for which such indemnity is provided shall immediately attach as a lien on the property of the Company and have priority as between the members over all other claims.

Article 107

Individual responsibility of Directors — No Director or other officer of the Company shall be liable for the acts, receipts, neglect or defaults of any other Director or officer of the Company or for joining in any receipt or other act for conformity or for any loss or expenses happening to the Company through the insufficiency or deficiency of title to any property acquired by the order of the Board of Directors for or on behalf of the Company, or for the sufficiency or deficiency of any security in or upon which any of the moneys of the Company shall be invested or for any loss or damage arising from the bankruptcy, insolvency or tortuous act of any person with whom any moneys, securities or effect shall be deposited or for any loss occasioned by any error of judgement or oversight on his part or for any other loss, damage or misfortune whatever, which shall happen in the execution of the duties of his office or in relation thereto unless the same happens through his own negligence, default, misfeasance, breach of duty, or breach of trust.

Article 108

Requirement of Compliance with the provisions of the SEBI Listing Regulations and the Rules and Regulations – The Company shall from time to time comply with all the provisions as stipulated under the SEBI Listing Regulations and the Rules and the Regulations made by SEBI. Any provision of these Articles which is contrary to the provisions of the SEBI Listing Regulations or the Rules and Regulations made by SEBI or the provision of the Act, the said provision shall be deemed to be amended to the extent necessary to make it compliant with the said Listing Agreement or the Rules and Regulations of the SEBI or the Act. In case of any inconsistency between the provisions of these Articles, SEBI Listing Regulations, SEBI Rules and Regulations and the Act, the provision / compliance which is / are more onerous shall be applicable in such case, and these Articles shall be deemed amended to such extent.

SECTION IX: OTHER INFORMATION

MATERIAL CONTRACTS AND DOCUMENTS FOR INSPECTION

The following contracts and documents (not being contracts entered into in the ordinary course of business carried on by our Company or entered into more than two years before the date of this Draft Red Herring Prospectus), which are or may be deemed material have been entered or to be entered into by our Company. These contracts, and documents copies of which will be attached to the copy of the Red Herring Prospectus, the Prospectus, delivered to the RoC for registration, and also the documents for inspection referred to hereunder, may be inspected at our Registered Office from 10.00 am to 4.00 pm on Working Days from Bid/Offer Opening Date until the Bid/Offer Closing Date.

A. Material Contracts to the Offer

1. Offer Agreement dated March 21, 2018 amongst our Company, the Selling Shareholder and the BRLMs.

2. Registrar Agreement dated March 21, 2018 amongst our Company, the Selling Shareholder and Registrar to the Offer.

3. Public Offer Account Agreement dated [●] amongst the Selling Shareholder, our Company, the BRLMs, the Bankers to the Offer, the Refund Banks, the Syndicate Member and the Registrar to the Offer.

4. Syndicate Agreement dated [●] amongst our Company, the Selling Shareholder, the BRLMs and the Syndicate Member.

5. Underwriting Agreement dated [●] amongst our Company, the Selling Shareholder and the Underwriters.

6. Tripartite Agreement dated December 20, 2017 amongst NSDL, our Company and the Registrar to the Offer.

7. Tripartite Agreement dated December 21, 2017 among CDSL, our Company and the Registrar to the Offer.

8. Share Escrow Agreement dated [●] entered into amongst the Company, the Selling Shareholder and the Share Escrow Agent.

B. Material Documents

1. Certified copies of our Memorandum of Association and Articles of Association, as amended from time to time.

2. Certificate of incorporation dated April 28, 1976, certificate of incorporation consequent upon conversion to public limited company dated November 20, 1976 and fresh certificate of incorporation consequent upon change of name dated October 17, 1995.

3. Resolution of our Board dated March 21, 2018 authorising the Offer.

4. Resolutions of our Board and the IPO Committee dated March 21, 2018 and March 26, 2018 respectively, approving the Draft Red Herring Prospectus.

5. Letter dated February 08, 2018 from MoR approving the disinvestment of 10.53%, including the Employee Reservation Portion, of our Promoter's shareholding in our Company.

6. Letter dated March 20, 2018, from the Selling Shareholder, conveying its consent for inclusion of up to 9,905,157 Equity Shares, including Employee Reservation Portion, of our Company held by it, as part of the Offer for Sale portion of the Issue.

7. Letter dated March 20, 2018 from the President of India, acting through the MoR, for lock-in of Equity Shares.

8. Letter bearing reference No. 2015/E(O)II/40/12 dated October 27, 2016 issued by MoR, appointing Sunil Kumar Chaudhary to the post of Chairman & Managing Director for a period of five years with effect from the date of assumption of charge of post or till date of his superannuation or until further orders.

9. (i) Letter bearing reference No. 2008/E(O)II/40/24 dated April 1, 2010 issued by MoR, appointing Deepak Sabhlok to the post of Director (Projects) for a period of five years with effect from the date of assumption of charge of post or till date of his superannuation or until further orders, whichever is earlier (ii) Letter bearing reference No. 2008/E(O)II/40/24 dated December 2, 2014, issued by MOR, extending tenure of Deepak Sabhlok for a period of five years beyond April 15, 2015 or till the date of his superannuation or until further orders, whichever is earlier.

10. Letter bearing reference No. 2008/E(O)II/40/25 dated February 15, 2011 issued by MOR, appointing Hitesh Khanna as Director (Works) for a period of five years with effect from the date of assumption of charge of post or till date of his superannuation or until further orders, whichever is earlier (ii) Letter bearing reference No. 2008/E(O)II/40/25 dated March 21, 2016, issued by MOR, extending his tenure for a period of two years upto March 6, 2018 or until further orders, whichever is earlier and (iii) Ministry of Railway's letter no. 2008/E(O)II/40/25 dated March 12, 2018, further extending his tenure until receipt of further orders.

11. Letter bearing reference No. 2015/E(O)II/40/10 dated April 26, 2016 issued by MOR, appointing Mukesh Kumar Singh as Director (Finance) for a period of five years from the date of his assumption of charge of the post on or after May 1, 2016 or till the date of his superannuation or until further orders, whichever is earlier.

12. Order bearing reference No. 2004/PL/44/4 dated November 16, 2016 issued by MOR, appointing Rajiv Chaudhary as Part-Time Government Director with immediate effect till he holds the post of Advisor (Station Development), Railway Board or till further orders whichever is earlier.

13. Order bearing reference No. 2004/PL/44/4 dated November 17, 2017 issued by MOR, appointing Ved Pal as part-time Government Director with immediate effect till he holds the post of Additional Member (Planning), Railway Board or till further orders whichever is earlier.

14. Order bearing reference No. 2014/PL/44/04 dated April 1, 2016 issued by MOR, appointing Sanjay Kumar Singh as part-time non-official Director with immediate effect for a period of three years or until further orders whichever is earlier.

15. Order bearing reference No. 2014/PL/44/04 dated April 1, 2016 issued by MOR, appointing Avineesh Matta as part-time non-official Director with immediate effect for a period of three years or until further orders whichever is earlier.

16. Order bearing reference No. 2014/PL/44/04 dated April 1, 2016 issued by MOR, appointing Prof. Vasudha Vasant Kamat as part-time non-official Director with immediate effect for a period of three years or until further orders whichever is earlier.

17. Order bearing reference No. 2012/PL/44/4 dated September 20, 2017 issued by MOR, appointing Chitta Balasatya Venkataramana as part-time non-official Director with immediate effect for a period of three years or until further orders whichever is earlier.

18. Order bearing reference No. 2012/PL/44/4 dated September 20, 2017 issued by MOR, appointing Narinder Singh Raina as part-time non-official Director with immediate effect for a period of three years or until further orders whichever is earlier.

19. Audited financials of our Company for the nine months period ended December 31, 2017.

20. Copies of annual reports of our Company for Fiscal Years 2013, 2014, 2015, 2016 and 2017.

21. Examination reports of the Statutory Auditor M/s. K.G. Somani & Co., Chartered Accountants, dated March 20, 2018 on the Restated Financial Statements included in the Draft Red Herring Prospectus.

22. Statement of special tax benefits from M/s. K.G. Somani & Co., Chartered Accountants dated March 20, 2018.

23. Written consent of the Statutory Auditor, M/s. K.G. Somani & Co., Chartered Accountants, to include their name as required under Section 26(1)(a)(v) of the Companies Act, 2013 in the Draft Red Herring Prospectus and as an "expert" as defined under Section 2(38) of the Companies Act, 2013 in respect of their: (a) examination reports dated March 20, 2018 on the Restated Financial Statements; (b) report dated March 20, 2018 on the statement of special tax benefits available for our Company and the Shareholders; and (c) the summary of significant differences between Indian GAAP and Ind AS, which have been included in the Draft Red Herring Prospectus.

24. Consents of the Bankers to our Company, BRLMs, Syndicate Member, Registrar to the Offer, Directors of our Company, Company Secretary and Compliance Officer, Chief Financial Officer, Bankers to the Offer, Refund Banks, CRISIL and legal counsels, in their respective capacities.

25. Memorandum of Understanding signed with Ministry of Railways for the financial year 2017 – 2018.

26. In-principle listing approvals dated [●] and [●] received from the NSE and the BSE, respectively.

27. Due diligence certificate dated March 26, 2018 to SEBI from the BRLMs.

28. SEBI observation letter dated [●].

Any of the contracts or documents mentioned in the Draft Red Herring Prospectus may be amended or modified at any time, if so required in the interest of our Company, or if required by other parties, without notification to the shareholders, subject to compliance with the provisions contained in the Companies Act, 2013 and other relevant statutes.

DECLARATION

We hereby certify and declare that all relevant provisions of the Companies Act, 1956, the Companies Act, 2013 and the rules/guidelines/regulations issued by the GoI or the guidelines/regulations issued by the Securities and Exchange Board of India, established under Section 3 of the Securities and Exchange Board of India Act, 1992, as the case may be, have been complied with and no statement made in this Draft Red Herring Prospectus is contrary to the provisions of the Companies Act, 1956, the Companies Act, 2013, the Securities Contracts (Regulation) Act, 1956, the Securities Contracts (Regulation) Rules, 1957, the Securities and Exchange Board of India Act, 1992 or rules made or guidelines or regulations issued thereunder, as the case may be. We further certify that all statements in this Draft Red Herring Prospectus are true and correct.

SIGNED BY DIRECTORS OF OUR COMPANY

______________________	**Sunil Kumar Chaudhary** Chairman and Managing Director
______________________	**Deepak Sabhlok** Director - Projects (Whole-time)
______________________	**Hitesh Khanna** Director –Works (Whole-time)
______________________	**Mukesh Kumar Singh** Director - Finance (Whole-time) and Chief Finance Officer
______________________	**Rajiv Chaudhry** Government Nominee (Part-Time Official) Director
______________________	**Ved Pal** Government Nominee (Part-Time Official) Director
______________________	**Sanjay Kumar Singh** Independent (Part-Time Non-Official) Director
______________________	**Avineesh Matta** Independent (Part-Time Non-Official) Director
______________________	**Vasudha Vasant Kamath** Independent (Part-Time Non-Official) Director
______________________	**Chitta Balasatya Venkataramana** Independent (Part-Time Non-Official) Director
______________________	**Narinder Singh Raina** Independent (Part-Time Non-Official) Director
______________________	**Ashok Kumar Ganju** Independent (Part-Time Non-Official) Director

Date: March 26, 2018

Place: New Delhi

DECLARATION

On behalf of the Selling Shareholder, I certify that the statements and undertakings made in this Draft Red Herring Prospectus about or in relation to the Selling Shareholder and the Equity Shares offered pursuant to the Offer for Sale are true and correct.

SIGNED BY THE SELLING SHAREHOLDER

____

Name: Amar Prakash Dwivedi
Designation: Executive Director (PSU),
Ministry of Railways,
Railway Board, Government of India
On behalf of the President of India, acting through the Ministry of Railways, Government of India

Date: March 26, 2018

Place: New Delhi

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